

**BYLAWS OF
CUSTOMER EXPERIENCE PROFESSIONALS ASSOCIATION, INC.**

REVISED AND RESTATED – JANUARY 1, 2020

ARTICLE I

NAME, PURPOSE AND OFFICES

Section 1.1 **Name**

The name of the corporation is Customer Experience Professionals Association, Inc., referred to herein as the “Association”.

Section 1.2 **Offices**

The Association shall at all times maintain a registered office and a registered in the State of Delaware. The principal office of the Association shall be located at such address, either within or without the State of Delaware, as the Board of Directors of the Association (the “Board of Directors”) shall from time to time determine. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

Section 1.3 **Purpose**

The nature of the business or purposes to be conducted or promoted by the Association is to engage in any lawful act or activity in which corporations which are organized not for profit may engage under the General Corporation Law of Delaware (the “GCL”) . The primary purpose of the Association is to support the professional development of professionals that work to optimize the customer experience (“Customer Experience”), including by: fostering awareness of the value and importance of increasing the quality of the Customer Experience; developing and promoting appropriate standards; providing education and training directed at increasing the ability of vendors, service providers and Website hosts to provide a quality Customer Experience; providing a better understanding of the discipline of offering a superior Customer Experience; and promoting the Customer Experience product and service industry.

Section 1.5 **Nonprofit, Tax-Exempt Status**

(a) The Association is organized and shall be operated as a non-stock, not for profit membership corporation organized under the GCL.

(b) The Association shall at all times be operated in a manner consistent with organizations that are exempt from federal income taxation under Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended (hereinafter, the “Code”).

ARTICLE II - MEMBERS

Section 2.1 **Classes of Membership**

The Association shall have two classes of membership: Individual and Corporate. Members in each such class are entitled to voting rights, as further provided below, and are collectively referred to as “Voting Members.” Each Corporate Member shall designate in writing an owner or employee who shall be entitled to cast the Member’s vote on matters brought before the membership for a vote.

Section 2.2 General Conditions of Membership

Any Customer Experience professional shall be entitled to apply to become an Individual Member, and any business, governmental, academic, or non-profit entity devoted to providing a quality Customer Experience or providing Customer Experience products or services shall be entitled to apply to become a Corporate Member, upon: (a) acceptance of its written application on such form as may be from time to time required by the Association (which acceptance shall be administered in a non-discriminatory fashion), and (b) unless otherwise provided by the Board of Directors, payment of such application fees, assessments, initiation fees (if any), annual dues or other fees for such class of Membership as may from time to time be established by the Board of Directors (collectively, "Fees"). A Member shall remain in good standing as a Member provided such Member is in compliance with the terms and conditions of the Association's Certificate of Incorporation, Bylaws, Membership Application and such rules and policies as the Board of Directors and/or any committees thereof (each a "Board Committee") may from time to time adopt, including without limitation, timely payment of all Fees and penalties for late payment as may be determined by the Board of Directors (such Fees and penalties are collectively referred to in the Bylaws as "Financial Obligations", and all of the foregoing good standing requirements are collectively referred to in the Bylaws as "Membership Obligations").

Section 2.3 Privileges of All Members

All Members in good standing shall be entitled to such privileges of Membership as may be determined from time to time by the Board of Directors.

Section 2.4 Privileges of Individual Membership

(a) All Individual Members in good standing, voting together as a single class, shall be entitled to elect a minimum of 30% of the members of the Board of Directors (each, a "Director").

(b) Each Individual Member shall be entitled to:

(i) Propose an individual for consideration by the Nominating Committee to stand for election as a Director;

(ii) Participate on each Member Committee and Sub-Group thereof that the Association may establish (as contemplated by Section 5.6), and be considered to be elected as the Chairperson of such Committee or Sub-Group thereof; and

(iii) Such other rights and privileges as the Board of Directors may from time to time approve.

Section 2.5 Privileges of Corporate Membership

(a) All Corporate Members in good standing, voting together as a single class, shall be entitled to elect a minimum of 30% of the members of the Board of Directors.

(b) Each Corporate Member shall be entitled to:

(i) Propose an individual for consideration by the Nominating Committee to stand for election as a Director;

(ii) Appoint one voting representative and an unlimited number of non-voting representatives to each Member Committee and Sub-Group thereof, any of which voting representatives may be considered to be elected as the Chairperson of such Committee or Sub-Group thereof; and

(iii) Such other rights and privileges as the Board of Directors may from time to time approve.

Section 2.6 Subsidiaries, Etc.

(a) Only the legal entity which has been accepted as a Corporate Member of the Association, and not any parent, subsidiary or affiliate of such entity, shall be considered a Member and entitled to enjoy the rights and privileges of such Membership.

(b) No Corporate Member shall be represented on the Board of Directors by more than one Director, including for such purposes (i) any representative of any of its Related Companies, and (ii) any Individual Member that is an employee of such Corporate Member or any of its Related Companies. For purposes of these Bylaws, the term "Related Company" shall mean any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than fifty percent of the voting securities or membership interests of the entity in question; and "Related Companies" are entities that are each a Related Company of a Member. The Board of Directors shall have final authority to determine whether Corporate Members are Related Companies. Should a change in employment or business transaction result in there being more than one Director from a Corporate Member or Related Companies, the Directors involved shall determine which of them shall resign from the Board of Directors; in the absence of such a determination, the Board of Directors shall decide which Director shall remain on the Board of Directors.

(c) Except as otherwise provided from time to time by any policy adopted by the Board of Directors, if a Member is itself an Association, membership organization, user group or other entity that has members or sponsors, then the rights and privileges granted to such Member shall extend only to the representatives (employees, officers and individuals serving on an independent contractor basis) of such Member, and not to its members or sponsors.

(d) Memberships shall be non-transferable, non-salable and non-assignable, except that any Member may transfer its Membership for the then current year to a successor to substantially all of its business and/or assets, whether by merger, sale or otherwise; provided that the transferee agrees to be bound by these Bylaws, the Certificate of Incorporation and such policies and procedures as the Board of Directors may from time to time adopt.

Section 2.8 Termination or Suspension of Membership

Any Member may be suspended from Membership or have its Membership terminated by the Board of Directors for failure to satisfy its Membership Obligations or for engaging in any conduct, either within or without the Association, that is contrary to the interests of the Association or to the advancement of the Association's business or industry goals. Financial Obligations already paid shall not be refundable upon any such termination or suspension, and all Financial Obligations of such Member which may be accrued and unpaid as of the date of such termination shall remain due and payable. Terminations or suspensions of Membership for failure to satisfy Financial Obligations may be imposed with notice and without right of formal appeal under such procedures as the Board of Directors may from time to time approve. Except as provided in the last paragraph of this Section 2.8, no termination or suspension of Membership for any other purpose shall be effective unless:

(a) The Member is given notice of the proposed termination or suspension of Membership and of the reasons therefor;

(b) Such notice is delivered personally or by certified mail, return receipt requested, or by a national or international overnight courier service, sent to the last address of the Member shown on the Association's records;

(c) Such notice is given at least thirty days prior to the effective date of the proposed termination or suspension of Membership; and

(d) Such notice sets forth a procedure determined by the Board of Directors (or other body authorized by the Board of Directors) to decide whether or not the proposed termination or suspension shall take place, whereby the Member is given the opportunity to be heard by such body, either orally (and represented by counsel if the Member so desires, at its sole cost and expense) or in writing, not less than five days before the effective date of the proposed termination or suspension.

Notwithstanding the foregoing, in the event that the Board of Directors believes in good faith that a Member is engaging in willful misconduct to the material detriment of the best interests of the Association and its Members, the Board of Directors may suspend such Member's Membership immediately, provided that such Member is otherwise afforded the protections provided for in subsections (a), (b) and (d) of this Section 2.8.

Section 2.9 Resignation by Member

A Member may resign as a Member at any time. Any Financial Obligations already paid by such Member shall not be refundable in such event, and all such Financial Obligations of such Member which may be accrued and unpaid as of such date shall remain due and payable.

Section 2.10 Levy of Dues, Assessments or Fees

The Association may levy dues, assessments or fees upon its Members in such amounts as may be approved from time to time by the Board of Directors, but a Member upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments or fees are due and payable, except where the Member is, by contract with the Association or otherwise, independently and explicitly liable for such dues, assessments or fees. No provision of the Certificate of Incorporation or Bylaws of the Association authorizing such dues, assessments or fees shall, of itself, create such liability. In no event shall the failure of a Member to pay any dues or assessments give rise to any claim in favor of the Association for indirect or consequential damages.

ARTICLE III - MEETINGS OF MEMBERS

Section 3.1 Place of Meetings

All meetings of the Members shall physically be held at such place within or without the State of Delaware, or as may otherwise be permitted by law, and at such time as may be fixed from time to time by the Board of Directors or Chairperson of the Association (the "Chairperson"), or if not so designated, at the registered office of the Association.

Section 3.2 Annual Meeting

An annual meeting of Members shall be held at a time and location as determined by the Board of Directors.

Section 3.3 Special Meetings

Special meetings of the Members, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Certificate of Incorporation, be called by the Board of Directors, the Chairperson or the Secretary/Treasurer at the request in writing of a majority of the Directors then in office, or at the request in writing of Voting Members entitled to vote at least ten percent of the aggregate votes of all Voting Members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Upon request by any person or persons entitled to call a special meeting of the Voting Members, the Chairperson, any Vice-Chairperson or the Secretary/Treasurer shall, within thirty days after receipt of the request, cause notice to be given to the Voting Members entitled to vote at such meeting that a special meeting will be held at a time chosen by the Board of Directors, but not less than thirty-five nor more than ninety days after receipt of such request.

Section 3.4 Notice of Meetings

Except as otherwise provided by law or these Bylaws, written notice of each meeting of the Members, annual or special, stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and such other information as may be required by law shall be given not less than ten nor more than sixty days before the date of the meeting, to each Member entitled to attend such meeting. A meeting notice may be communicated in any manner permitted by the GCL, including without limitation by electronic transmission when consented to by the recipient of such notice.

Section 3.5 Quorum

Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, a quorum for the conduct of any meeting for other than for the purpose of electing Directors shall 10% of the aggregate number of all Voting Members in good standing, regardless of class (or such higher percentage of Voting Members as may be required by law, these By-laws or the Certificate of Incorporation for any action to be taken at such meeting), in each case, either present in person or represented by proxy. Member Committees shall have the same rules relating to quorum requirements and voting majorities as provided in (b) above, unless otherwise approved by the affirmative vote of the Board of Directors. For the purpose of electing Directors, as all voting members receive notice of a meeting or a ballot, the candidate(s) receiving a plurality of the votes cast, irrespective of how many are cast, are considered elected.

Section 3.6 Adjournments

Any meeting of Members may be adjourned from time to time without notice to any other time and to any other place at which a meeting of Members may be held under these Bylaws or by law if the time and place of such adjourned meeting, the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting and such other information as may be required by law are announced at the meeting at which the adjournment is taken. Such adjournment shall be approved by a majority of the Voting Members present in person or represented by proxy and entitled to vote at such meeting (regardless of whether a quorum is present), or, if no Voting Member is present or represented by proxy, by any Officer entitled to preside at or to act as Secretary/Treasurer of such meeting. At any reconvened meeting following such an adjournment the Association may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to all Members.

Section 3.8 Proxies

Each Member entitled to vote with respect to any corporate action at a meeting of Members, or to express consent or dissent to any corporate action in writing without a meeting, may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Without limiting the manner in which a Member may authorize another person or persons to act for such Member as proxy pursuant to this Section, the following shall constitute valid means by which a Member may grant such authority:

(a) A Member may execute a writing authorizing another person or persons to act for such Member as proxy. Execution may be accomplished by the Member or such Member's authorized officer, director, employee or agent signing such writing or causing such person's signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.

(b) A Member may authorize another person or persons to act for such Member as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information

from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the Member. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

Section 3.9 Action Without Meeting

Any action required or permitted to be taken at any annual or special meeting of Members, or at any meeting of a Member Committee, Sub-Group thereof or other group of Members or subset of Members, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, shall be signed by Members (or Members of a class of Members, as the case may be) making up not less than that percentage of Members as would be necessary to authorize or take such action at a meeting at which all Members (or class of Members, as the case may be) entitled to vote thereon were present and voted. Alternatively, Members may act by written or electronic ballot, provided that ballots are returned by at least the number of Members necessary to constitute a quorum at a meeting, and provided further that the proposed action is approved by a majority of those Members returning ballots.

Section 3.10 Nomination and Election Procedures

Subject to the provisions of Sections 4.3 and 5.3, the Board of Directors shall establish reasonable nomination and election procedures given the nature, size, and operations of the Association, including a reasonable means for Members of appropriate classes to propose candidates for nomination for election as a Director, a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy (if requested by such nominee), a reasonable opportunity for all nominees to solicit votes (if requested by any such nominee), and a reasonable opportunity for all Members entitled to vote thereon to choose among the nominees. For any given election, and subject to the minimum percentages set forth in sections 2.4(a) and 2.5 (a) of these Bylaws, the Board of Directors shall establish the number of seats to be available to be elected by each category of member.

ARTICLE IV - DIRECTORS

Section 4.1 Powers; Voting

The business and affairs of the Association shall be managed by its Board of Directors, which shall be, and shall possess all of the powers of, the "Governing Body" of the Association as a not-for-profit membership corporation under GCL. The Board of Directors may exercise all powers of the Association and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the Members.

Section 4.2 Number of Directors

Subject to Section 4.4, the total number of Directors shall be at least ten and not more than fifteen, as determined from time to time by the Board of Directors.

Section 4.3 Nomination, Election and Term of Office of Directors

(a) Each Voting Member shall be entitled to cast one vote for each opening on the Board of Directors to be elected by its Membership Class. Cumulative voting shall not be permitted.

(b) Directors shall serve staggered terms of two years. Each Director shall hold office until the earliest to occur of (i) the expiration of the term for which such Director was elected or appointed, as the case may be, and such Director's successor is elected and qualified, (ii) the expiration or termination of Membership of the Director, or of the Member, if any, that employs such Director, unless such requirement is waived by vote of the Board of Directors, (iii) the death, resignation or removal of such Director, or (iv) the combination, by merger, acquisition or

otherwise, of two Members that each have representatives on the Board of Directors, or the hiring of a Director by a Member that has an employee serving as a Director, upon which event one of the two Directors, as designated by the surviving entity Member or the entity Member, as the case may be, shall be deemed to have resigned. In addition, during such times as the Membership of any Member that has a representative serving as a Director is suspended pursuant to Section 2.8 above, the attendance and voting rights of such Director representative shall also be suspended until such time, if ever, as such suspension is lifted.

(c) An individual may be elected to serve no more than two successive, full terms on the Board of Directors, except that any Director that is serving as Chairperson, Vice Chairperson, or Secretary/Treasurer may continue service to complete tenure and succession pursuant to Section 6.4. For the avoidance of doubt, an individual who has been elected or appointed to serve the unexpired portion of the term of another Director may be elected to serve for two consecutive complete terms thereafter.

(d) The Board of Directors may approve from time to time such reasonable attendance and other requirements as it shall deem to be advisable to ensure that seats on the Board of Directors are held by active, contributing individuals, but no such rule may be imposed retroactively.

Section 4.4 Resignation and Removal

Any Director may resign at any time upon notice to the Association in writing or by electronic transmission at the principal place of business of the Association or to the Chairperson or Secretary/Treasurer. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any or all of the Directors who were elected by a class of Members voting as a class or by the Board of Directors may be removed by a majority vote of such class of Members or Board of Directors, respectively. Unless otherwise specified by law or the Certificate of Incorporation, any Director may be removed by a majority of the other Directors then in office for engaging in any conduct, either within or without the Association, that is contrary to the interests of the Association or to the advancement of the Association's business or industry goals.

Section 4.5 Vacancies

(a) Vacancies on the Board of Directors occurring as a result of the death, resignation or removal of a Director shall be filled by a majority vote of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The term of a Director so elected shall be the unexpired portion of the term of the Director being replaced.

(b) In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law or these Bylaws, may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 4.6 Place of Meetings

The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware.

Section 4.7 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors; provided that any Director who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of Members.

Section 4.8 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson, Vice Chairperson, Secretary/Treasurer, or on the written request of two or more Directors, or by one Director in the event that there is

only one Director in office. Two business days' notice to each Director, communicated in any manner permitted by law, shall be given to each Director by the Secretary/Treasurer or by the Officer or one of the Directors calling the meeting. A notice or waiver of notice or any waiver by electronic transmission of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 4.9 Quorum, Action at Meeting, Adjournments

(a) Except where a greater percentage is required under these Bylaws or applicable law, at all meetings of the Board of Directors a majority of Directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of such Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

(b) No Director whose attendance and voting rights have been suspended shall be counted for purposes of determining a quorum, the number of Directors then in office or the number of Directors required for voting purposes. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that one or more of the Directors shall be disqualified from voting at any meeting upon any matter, then the required quorum as it relates to the consideration of such matter shall be reduced by one for each such Director so disqualified.

Section 4.10 Action by Consent

(a) Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if all Directors then in office consent thereto in writing or by electronic transmission.

(b) Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of any Board Committee may be taken in the manner set forth in the preceding clause 4.10(a).

Section 4.11 Telephonic Meetings

Members of the Board of Directors or of any Board Committee may participate in a meeting of the Board of Directors or of any Board Committee, as the case may be, by means of conference telephone, video conference equipment, or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 4.12 Inspection Rights

Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind, and to inspect the physical properties of the Association.

Section 4.13 Fees and Compensation

Directors shall not receive any stated salary or reimbursements for their services as Directors; provided that, by resolution of the Board of Directors, the Association may reimburse Directors for expenses incurred while acting on behalf of the Association and/or expenses incurred in attending meetings of the Board of Directors, in such amounts as the Board of Directors may determine to be appropriate. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor. The Board of Directors may also approve reimbursement of expenses for members of Board Committees in connection with their service on such Board Committees.

ARTICLE V - EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1 Executive Committee

The Chairperson, Vice Chairperson, and Secretary/Treasurer, together with, if so desired, one or more other Directors elected by the Board of Directors, shall constitute the Executive Committee. The Board of Directors may also designate one or more Directors as alternate members of such Executive Committee, who may replace any absent member at any meeting of such Executive Committee. The Executive Committee, subject to any limitations imposed by the Certificate of Incorporation, these Bylaws, statute and/or resolution adopted by the Board of Directors, shall have and may exercise all of the powers of the Board of Directors between meetings of the Board of Directors; provided, however, that the Executive Committee shall have no authority with respect to:

- (a) Approving or adopting, or recommending to the Voting Members, any action or matter (other than the election or removal of Directors) expressly required by law to be taken only by the Board of Directors or only with the approval of the Voting Members;
- (b) Adopting, amending or repealing any provision of these Bylaws.

Section 5.2 Nominating Committee

The Board of Directors shall annually elect a Nominating Committee, consisting of the Chairperson, the Vice Chairperson, and a third and fourth Director selected by the Board of Directors. The Nominating Committee shall annually review all nominees to serve as Directors and Officers (pursuant at all times to Section 6.4), and shall propose a slate of nominees to the Board of Directors for its approval and submission to the Voting Members.

Section 5.3 Other Committees of the Board of Directors

The Board of Directors may create such audit, compensation and other Board Committees, each consisting of one or more Directors appointed by the Board of Directors, as the Board of Directors may from time to time deem advisable, to perform such general or special duties as may from time to time be delegated to any such Board Committees by the Board of Directors, subject to the limitations imposed by the Certificate of Incorporation or by these Bylaws. No such Board Committee shall have the power or authority to take any action prohibited by Section 5.1 above to be taken by the Executive Committee. The Board of Directors may designate one or more Directors as alternate members of any Board Committee, who may replace any absent member at any meeting of such Board Committee. Any such Board Committee or Board Committees shall have such powers, duties and name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each Board Committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request.

Section 5.4 Meetings of Committees of the Board of Directors

Each Board Committee shall conduct its business as nearly as possible in the same manner as is provided in these Bylaws for the conduct of the business of the Board of Directors.

Section 5.5 Term of Office of Members of Committees of the Board of Directors

Each member of a Board Committee shall serve for such term as shall be established at the time of his or her election.

Section 5.6 Committees of the Members

(a) From time to time, the Board of Directors may establish such member committees ("Member Committees") as it deems to be appropriate. The Board of Directors shall appoint the Chairperson of each such Member Committee. Each Member, so long as it remains a Member in good standing, shall be entitled to attend (in the

case of an Individual Member) or be represented on (in the case of a Corporate Member) each such Member Committee. Unless otherwise specified in these Bylaws or by the Board of Directors, each Member Committee may have such sub-committees, working groups and special interest groups as from time to time may be approved by such Member Committee, within the strategic direction established by the Board of Directors (each a “Sub-Group”).

(b) Member Committees may make recommendations to the Board of Directors on matters assigned to such Committees by the Board of Directors.

Section 5.7 Local Networks

The Board of Directors may grant to Members in a geographic locality the right to form and operate a local CXPA Network. Any such Network shall be required to operate consistently with policies and procedures adopted by the Board of Directors.

Section 5.8 Certification Program

The Association may operate a certification program for Customer Experience professionals. The Association’s Board of Directors shall establish policies and procedures for the program and shall appoint the members of a governing body to oversee the program, provided, however, that the governing body shall be subject to the ultimate authority of the Association’s Board of Directors.

ARTICLE VI - OFFICERS

Section 6.1 Officers

The elected Officers of the Association shall be a Chairperson, Vice Chairperson, and Secretary/Treasurer. The Association may also have, at the discretion of the Board of Directors, a Chief Executive Officer, an Executive Director, one or more Assistant Secretaries and/or Assistant Treasurers, and such other Officers with such titles, terms of office and duties. No person may serve simultaneously as Chairperson and Secretary/Treasurer.

Section 6.2 Vacancies

A vacancy in any Office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board of Directors from among its members.

Section 6.3 Election

Nominees for the offices of Chairperson and Vice Chairperson shall be included in the slate of nominees presented for election by the Voting Members. Any or all Officers may be replaced, at any meeting of, or by written consent of, the Board of Directors.

Section 6.4 Tenure/Vacancies

The Chairperson and Vice Chairperson shall hold office for a term of one year. At the expiration of one-year term, the Chairperson shall automatically succeed to the office of Past Chairperson and the Vice Chairperson shall automatically be nominated for the Chairperson position. At the expiration of the one-year term as Past Chairperson, the Past Chairperson shall complete service on the Board of Directors. A nominee for the office of Vice Chairperson shall be proposed to the Board of Directors annually by the Nominating Committee and included in the slate of nominees presented for election by the Voting Members.

The Secretary/Treasurer shall hold office for one, non-renewable two-year term.

Any Officer may be removed at any time with or without cause by the Board of Directors. Any Officer may resign

by delivering his or her written resignation to the Association at its principal place of business or to the Secretary/Treasurer. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6.5 Chairperson

The Chairperson shall be the Association's chief elected officer and shall preside at all meetings of the Executive Committee, Board of Directors and the Members. The Chairperson shall oversee the management of the business of the Association and see that all orders and resolutions of the Board of Directors are carried into effect, and shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Association.

Section 6.6 Vice Chairperson

In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall perform such other duties and have such other powers as the Board of Directors or the Chairperson may from time to time prescribe.

Section 6.7 Secretary/Treasurer:

The Secretary/Treasurer shall be responsible for the integrity of the meeting records of the Association as required by applicable law and the Bylaws. In conjunction with the Association staff, the Secretary/Treasurer shall provide for notification of meetings of the members and meetings of the Board of Directors in accordance with these Bylaws, and shall ensure that attendance, actions and proceedings of the meetings are recorded and maintained in the permanent records of the Association. The Secretary/Treasurer shall maintain these Bylaws, all policies of the Board of Directors and a minute book and shall ensure that such records as may be required by applicable law or the Association are maintained. The Secretary/Treasurer shall be responsible for the integrity of financial matters of the Association as required by applicable law and the Bylaws. In conjunction with the Association staff, the Secretary/Treasurer shall ensure that the Association maintains accurate financial records, review the Association's financial status on a regular basis, and ensure that regular financial reports are submitted to the Board of Directors and, annually, to the membership. The Secretary/Treasurer shall ensure that an annual audited financial report is presented to the Board of Directors. The duties in whole or in part of the Secretary/Treasurer may be delegated by the Board of Directors to the Chief Executive Officer, the Executive Director or another designated member of the Association's staff.

Section 6.8 Assistant Secretary/Treasurer

The Assistant Secretary/Treasurer shall, in the absence of the Secretary/Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary/Treasurer and shall perform such other duties and have such other powers as the Board of Directors or the Chairperson may from time to time prescribe.

Section 6.9 Chief Executive Officer

The Chief Executive Officer (if any) shall be a non-voting, *ex officio* member of the Board of Directors, shall preside over the day-to-day affairs of the Association under the direction of the Board of Directors and the Executive Committee, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6.10 Executive Director

The Executive Director (if any) shall be a non-voting, *ex officio* member of the Board of Directors, shall carry out the day-to-day affairs of the Association under the direction of the Board of Directors, the Chairperson and the Chief Executive Officer, and shall perform such other duties and have such other powers as the Board of

Directors, the Chairperson or the Chief Executive Officer may from time to time prescribe.

Section 6.11 Compensation

The elected officers of the Association shall not receive any compensation for their service as elected Officers; provided that, by resolution of the Board of Directors, the Association may reimburse Officers for expenses incurred while acting on behalf of the Association and/or expenses incurred in attending meetings of the Board of Directors, in such amounts as the Board of Directors may determine to be appropriate. Nothing herein contained shall be construed to preclude any Officer from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

The Association shall, to the fullest extent permitted by the GCL and the Code, defend and indemnify any person who is or was an officer, director, employee or agent of the Association from and against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been such officer, director, employee or agent. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Association against any liability asserted against or incurred by such person which arises out of such person's status in such capacity.

ARTICLE VIII - BOOKS AND RECORDS

Section 8.1 Books and Records

The Association shall keep adequate and correct books and records of account, minutes of the proceedings of the Members, the Board of Directors and Board Committees, and a record of the Members giving their names and addresses and the class of Membership held by each.

Section 8.2 Form of Records

The Association's books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 8.3 Reports to Directors, Members and Others

The Board of Directors shall cause such reports to be prepared, filed and/or distributed as may be required by law or as may be determined by the Board of Directors. Members shall be entitled to access the Association's books and records only to the extent required by the GCL.

ARTICLE IX - CERTAIN TRANSACTIONS

Section 9.1 Transactions with Interested Parties

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because such Director or Officer (or other director or officer) is present at or participates in the meeting of the Board of Directors or Board Committee which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or such Board Committee, and the Board of Directors or such Board Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Members; or

(c) The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified, by the Board of Directors, a Board Committee, or the Voting Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Board Committee that authorizes the contract or transaction.

ARTICLE X - GRANTS, CONTRACTS, LOANS, ETC.

Section 10.1 **Grants**

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Association, may be authorized by the Board of Directors. The Board of Directors may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Association to make any such grants, contributions or assistance.

Section 10.2 **Execution of Contracts**

The Board of Directors may authorize any Officer, employee or agent of the Association, in the name and on behalf of the Association, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

Section 10.3 **Checks, Drafts, Etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 10.4 **Deposits**

The funds of the Association not otherwise employed shall be deposited from time to time to the order of the Association in such banks, trust companies, or other depositories, or shall be otherwise invested, as the Board of Directors may select or direct, or as may be selected or directed by an Officer, employee or agent of the Association to whom such power may from time to time be specifically delegated by the Board of Directors.

ARTICLE XI - GENERAL PROVISIONS

Section 11.1 **Fiscal Year**

The fiscal year of the Association shall be determined, and may be changed, by resolution of the Board of Directors.

Section 11.2 **Reserves**

The Directors may set apart out of any funds of the Association a reserve or reserves for any proper purpose and may abolish any such reserve.

Section 11.3 Parliamentary Procedure

The rules contained in the most recent complete edition of Robert's Rules of Order, Newly Revised, shall govern meetings of the Board of Directors, the Executive Committee and all meetings of the Members of this Association, but only to the extent that such rules are applicable and not inconsistent with the Association's Certificate of Incorporation, these Bylaws, and any policies duly adopted by the Board of Directors.

ARTICLE XII - AMENDMENTS

Except where such power is expressly limited by law, the Certificate of Incorporation or these Bylaws as to any specific action, these Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, in each case by an affirmative majority vote of (i) the Board of Directors or (ii) the Voting Members then in good standing, at any annual meeting of the Voting Members or regular meeting of the Board of Directors or at any special meeting of the Voting Members or of the Board of Directors, provided, however, that in the case of a regular or special meeting of Voting Members, notice of such alteration, amendment, repeal or adoption of new Bylaws shall be contained in the notice of such meeting.