

**BYLAWS OF  
CUSTOMER EXPERIENCE PROFESSIONALS ASSOCIATION, INC.  
REVISED AND RESTATED DECEMBER 2020**

**ARTICLE I - GENERAL**

- 1. Name.** The name is the Customer Experience Professionals Association, Inc., referred to herein as the “Association” or “CXPA”, a nonprofit corporation incorporated and registered in the State of Delaware.
- 2. Location.** The principal office is in Delaware or elsewhere as determined by the Board of Directors.
- 3. Purposes.** The purposes are:
  - (a) to support the professional development of professionals, regardless of their location in the world, that work to optimize the customer experience (“Customer Experience”)
  - (b) to foster awareness of the value and importance of Customer Experience professionals in increasing the quality of the Customer Experience
  - (c) to provide opportunities for the exchange of expertise, experiences and opinions through meetings, communications, education, research, and publications for Customer Experience professionals;
  - (d) to develop and promote appropriate standards
  - (e) to conduct competitions and make awards for outstanding Customer Experience management achievement
  - (f) to assist and encourage commercial firms and their executives that provide Customer Experience products and support to do so in ways that provide maximum mutual benefit, including providing education and training directed at increasing the capabilities of customer experience professionals to utilize such products;
  - (g) to advance, improve, promote, and protect the profession of Customer Experience; and
  - (h) to develop and encourage high standards of professional conduct among Customer Experience professionals.
- 4. Restrictions.** All policies and activities of CXPA are consistent with:
  - (a) applicable federal, state, and local antitrust, trade regulation or other requirements; and
  - (b) applicable tax exemption requirements, including the requirements that CXPA not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.
- 5. Definitions.**
  - a) Customer Experience (CX) professional is defined as “a catalyst who enhances an organization's results by understanding, designing, and improving experiences across the entire customer relationship.”
  - b) Executive Committee shall have the meaning as set forth in Article V, Section 1 of these Bylaws.
  - c) Regular Member shall have the meaning as set forth in Article II Section 2 of these Bylaws.
  - d) Board of Directors shall have the meaning as set forth in Article III of these Bylaws
  - e) Calendar year refers to the United States period of January 1 – December 31.

## ARTICLE II -- MEMBERSHIP

1. **Membership Eligibility.** Any customer experience professional at a business, nonprofit, educational, social welfare, government, or non-governmental organizations; those aspiring to become a customer experience professional; and employees of firms that provide Customer Experience products and services are eligible to become members.
2. **Membership Classes.** Regular membership is limited to qualified individuals who pay applicable dues established by the Board of Directors and meet the criteria for one of the following classes of regular membership:
  - (a) CX Professional Membership (purchased individually or by organization).
  - (b) Customer Experience Product or Service provider (purchased individually or by organization). These individuals are any employees at any such company that do not qualify for CX professional membership.

An individual's membership class eligibility class shall be subject to determination by the Board of Directors or designated staff. Change in a member's employment or role may result in reclassification of membership class by the Board of Directors or designated staff.

3. **Other Membership Classes.** The Board of Directors may establish other membership classes that are ineligible to vote or serve as directors or officers.
4. **Good Standing.** 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").
5. **Privileges of All Regular Members.** All Regular 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 including the right to cast a vote on the election of the Board of Directors and any other issues for which a membership vote is held. Proxy and cumulative voting shall not be permitted.
6. **Member Resignation.** A member may resign by filing a written resignation; resignation does not relieve a member from liability for the full annual dues or other Financial Obligations accrued and unpaid as of the date of resignation.
7. **Member Expulsion.** A member is automatically expelled without action of the Board of Directors for failure to pay Financial Obligations or failure to meet the eligibility requirements for membership. A member may be expelled by a two-thirds vote of the Board of Directors for other reasons including misuse or misrepresentation of CXPA data, logos or marks; failure to abide by CXPA Community Expectations; behavior opposed to CXPA Core Values; or other actions deemed by the Board of Directors as threatening the well-being of the CXPA provided with 30 days advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors; final written notice of the Board's decision; and opportunity to have the Board reconsider its decision after one year.

### ARTICLE III – BOARD OF DIRECTORS

1. **Board of Directors.** The governing body is the Board of Directors, which has authority and is responsible for governance of CXPA. The Board establishes policy and monitors implementation of policy by CXPA’s staff under the direction of the CEO.
2. **Composition of the Board.** The Board of Directors consists of up to 18 voting members, at least four of whom currently (or at the time of appointment) reside outside the United States:
  - (a) the Chair of the Board, the Vice Chair, the Treasurer, and the Immediate Past Chair;
  - (b) up to eight elected CX professionals who serve as Directors-at-Large;
  - (c) up to three elected Customer Experience Product or Service provider members who serve as Directors-at-Large;
  - (d) up to two additional Directors-at-Large appointed by the Chair (subject to confirmation by the Board) to support particular initiatives,
  - (e) the Chair of the CCXP Advisory Committee (as an ex-officio Director).

The CEO of CXPA serves as an ex-officio non-voting member of the Board of Directors.

No organization (including subsidiary and related companies as determined at the sole discretion of the Executive Committee) shall be represented on the Board of Directors by more than one Director.

3. **Director Terms.** Terms coincide with the calendar year.
  - Elected Directors-at-Large serve staggered three-year terms. No Director-at-Large may be elected to serve more than one term. However, a Director may remain on the Board subsequent to serving one or more terms for as long as the Director is also serving as an Officer.
  - Appointed Director-at-Large (appointed by the Chair as provided in Article III, clause 2) serve a one-year term appointment. An appointed Director-at-Large may subsequently be elected to serve as an elected Director-at-Large or Officer (pursuant to Article IV, clause 6).
4. **Director at Large Nominations.** An open call for qualified self-nominations for Board service is to be made annually. Notice of the call for nominations is to be widely distributed to regular members, and a period of not less than 10 business days is to be provided for self-nomination applications to be submitted.
5. **Determination of Nominations Slate.** The Nominating Committee shall review all nominations received and propose a slate of nominees to the Board of Directors for its approval. The nominations slate shall include
  - one candidate for Treasurer (as provided by the Board of Directors)
  - a number of candidates corresponding to the number of Director-at-Large vacancies as determined by the Vice Chair in consultation with the CEO, always consistent with these Bylaws
6. **Voting on the Proposed Slate.** The approved slate, identifying the Treasurer and Director-at-Large nominees, shall be submitted for voting approval by all regular member by electronic means. The voting period shall be widely publicized and shall provide a minimum of 10 business days for votes to be cast. A majority of votes cast by regular members in good standing shall determine the outcome.

7. **Director Vacancies.** 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. At the discretion of the Chair in consultation with the CEO, the Chair may charge the Nominating Committee to recommend candidates to fill such vacancies for the balance of term. Such recommendations are subject to approval by a majority of the Board.
8. **Expectations of Board Members.** 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.
9. **Board Meetings.** Meetings of the Board of Directors are called by the Chair. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting is not permitted. Voting may occur by postal or other delivery or by electronic means where all Directors vote unanimously in favor of a matter. Meetings may be held electronically if each Director can hear the others.
10. **Board Action by Consent.** 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.
11. **Reimbursement of Board Members.** Board members may be reimbursed for reasonable expenses incurred while fulfilling official capacities of Board service. CXPA policies shall outline the policies for “reasonable reimbursement.”
12. **Compensation of Board Members.** No member of the Board of Directors (including Officers other than the CEO) shall receive compensation for their services or otherwise benefit from a financial contract with the CXPA during or within 12 months of completing Board service.
13. **Indemnification of Board Members and Employees.** Directors, Officers, and employees are indemnified by CXPA to the full extent permitted by law.
14. **Resignation of Board Members.** Any member of the Board of Directors, including any Officer, may resign for any reason. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time.
15. **Removal of Board Members.** Unless otherwise specified by law or the Certificate of Incorporation, any Director or Officer may be removed
  - With or without cause by a majority of the other Directors then in office, including but not limited to:
    - i. failure to meet established attendance and/or other requirements which have been made known;
    - ii. engaging in any conduct, either within or without the CXPA, that is contrary to the interests of the Association or to the advancement of the CXPA’s business or industry goals.
  - Should a change in employment or business transaction result in there being more than one Director from an organization 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 Executive Committee shall decide which Director involved, if any, shall remain on the Board of Directors.

- Should a change in employment or role of a current Director result in a change of their classification related to the Composition of the Board (e.g., a CX professional becomes a Customer Experience Product or Service provider), the Executive Committee shall reserve the right to request voluntary resignation or bring a vote for Director removal at that time or a future designated date to ensure balance and representativeness within the composition of the Board.
- Any regular member in good standing may call for the removal of any Director for engaging in any conduct, either within or without the CXPA, that is contrary to the interests of the CXPA or to the advancement of the CXPA business or industry goals. Such request must first be brought to the attention of the Chair (or Immediate Past Chair, in the case of a request to remove the Chair) for consideration by the Board of Directors under Article II, clause 13. Should the Board choose not to take action on the request for removal, a vote of regular members shall be held upon the presentation of a petition (within 60 days, and based on the same cause) signed by 10% of regular members. A majority of votes cast by regular members shall determine if the Director in question is removed from service.

#### **ARTICLE IV – OFFICERS**

1. **Chair of the Board.** The Chair of the Board is the chief elected Officer and chairs the Board of Directors and the Executive Committee. In conjunction with the CXPA staff, the Chair of the Board shall provide for notification of meetings of the regular 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. Minutes of Board meetings shall be available to regular members in good standing upon written request. The Chair automatically succeeds to the office of Immediate Past Chair. The Chair must be a CCXP in good standing.
2. **Vice Chair.** The Vice Chair serves as Chair of the Board when that Officer is unable to serve. The Vice Chair automatically succeeds to the office of Chair of the Board. The Vice Chair must be a CCXP in good standing.
3. **Treasurer.** The nominee for Treasurer is determined by confidential vote of the Board of Directors amongst self-nominations from eligible Directors. The nominee is included along with the slate of Director-at-Large nominees and is elected under the same procedures as for the election of Directors-at-Large. The Treasurer is the principal elected financial Officer, serves as Chair of the Investment Committee, and serves as the Vice Chair when that Officer is unable to serve. The Treasurer automatically succeeds to the office of Vice Chair. The Treasurer shall be responsible for oversight of the integrity of financial matters of the Association as required by applicable law and the Bylaws. In conjunction with the CXPA staff, the Treasurer shall review the CXPA's financial status on a regular basis, ensure that regular financial reports are submitted to the Board of Directors, and otherwise ensure that the CXPA maintains accurate financial records. The Treasurer must be a CCXP in good standing.
4. **Immediate Past Chair.** The Immediate Past Chair remains an Officer and Director for one term following the term as Chair of the Board. The Immediate Past Chair must be a CCXP in good standing.

5. **CEO.** The CEO is the chief employed Officer and manages CXPA at the direction of the Board of Directors, Executive Committee and Officers. The CEO is engaged by the Officers of the association subject to confirmation by the Board of Directors. The CEO has exclusive authority over the staff of CXPA, and shall preside over the day-to-day affairs of the CXPA under the direction of the Board of Directors and the Executive Committee. The CEO may perform other duties and have other powers as the Board of Directors may from time to time prescribe.
6. **Officer Qualifications.** The Chair, Vice Chair, Treasurer, and Immediate Past Chair are CX professional members in good standing and shall have served at least one (1) year as a member of the Board of Directors at any time prior to election as an Officer.
7. **Officer Terms.** Officers, other than the CEO, serve one-year terms. An Officer may not serve a successive term in the same office unless the previous officer service was a partial-year service completion due to a vacancy in that office. Terms coincide with the US calendar year.
8. **Officer Vacancies.** Vacancies among the Officers, other than the CEO, are filled by the Board of Directors from nominations by the Nominating Committee.

#### **ARTICLE V –COMMITTEES and OTHER ACTIVITIES**

1. **Executive Committee.** An Executive Committee consists of the Officers of CXPA (Chair, Vice Chair, Treasurer, and CEO as an ex officio, non-voting role). 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 regular 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 voting approval of the regular members;
  - (b) Adopting, amending or repealing any provision of these Bylaws.
2. **Nominating Committee.** The Chair shall annually appoint a Nominating Committee of up to six individuals to be comprised of the current Vice Chair and Treasurer and equal total number committee members drawn from the Board of Directors and regular members. The Nominating Committee shall:
  - review all nominees to serve as Directors
  - propose a slate of nominees to the Board of Directors for its approval
  - review any nominations for honorary membership or emeritus Board recognition
  - with Board concurrence, communicate its recommendations to membership and applicants as applicable

Members of the Nominating Committee are not eligible to be nominated in that year as Directors, Treasurer, honorary or emeritus members.

3. **Networks.** The Board of Directors may establish a member-led Network in a geographic locality. Any such Network shall be required to operate consistently with policies and procedures adopted by the Board of Directors. The current policies and procedures for the operations of a CXPA Network shall be shared with the leaders of such member-led Networks. The Board of

Directors may abolish a member-led Network for failure to comply with such policies and procedures.

4. **Certification Program.** The CXPA may operate a certification program for Customer Experience professionals. The CXPA's Board of Directors shall appoint a governing body ("CCXP Advisory Committee") to establish policies and procedures and oversee the program, provided, however, that the certification program shall be organized and operated at all times in a manner to be fully consistent and compliant with legal regulations. The Chair of the certification governing body serves as an ex-officio member of the Board of Directors. The Chair of the certification governing body is affirmed on an annual basis by the Board of Directors. No individual may serve more than three consecutive annual terms as Chair of the certification governing body.

#### **ARTICLE VI -BYLAWS AND AMENDMENTS**

1. **Bylaws.** The current CXPA bylaws shall be published on the CXPA website.
2. **Amendments.** Amendments to these Bylaws are made by the Board of Directors upon a two-thirds vote provided 60 days advance notice to the regular members that is widely communicated to membership, such as included in newsletters and on its discussion forum.