CMAA Chapter Affiliation Agreement Update

Wednesday June 27, 2018
2:00 – 3:00 pm (Eastern)
Today’s Speakers

**Speakers:**

- Beth Caseman – Venable LLP
- Bobby Crifasi, CCM, CCE, CPA – CMAA President
- Jeff Morgan – CMAA’s CEO
Chapter Affiliation Basics

What does the Chapter Affiliation Agreement do?

The affiliation agreement clarifies the relationship between CMAA national and each chapter and defines minimal operations designed to ensure consistency and health among all chapters. The affiliation agreement also grants CMAA the ability to enforce CMAA's rules and policies in order to protect CMAA's brand and to ensure all chapters provide consistent, high quality services to members.

CMAA's Bylaws previously established certain obligations for each chartered CMAA chapter. Chapters were required to:

• abide by principles established in the CMAA Bylaws;
• adopt bylaws, rules, and policies for the chapter’s governance consistent with CMAA’s Bylaws, rules, and policies;
• hold at least four meetings each year featuring educational programs; and
• obtain advance approval from CMAA for any change or amendment to the Chapter’s charter.

CMAA's Bylaws also previously established that each member of CMAA must also be a member of a local chapter. These minimum requirements and other best practices will now be reflected in the Chapter Affiliation Agreement and a supplementary chapter policy manual.
Chapter Affiliation Basics

Why is a CMAA chapter affiliation agreement needed?
Implementing a chapter affiliation agreement is one way to create a better national and chapter partnership and to strengthen the relationship between CMAA and each chapter. The Chapter Affiliation Agreement serves to clearly define roles, responsibilities, and expectations at the local and national level.

After 91 years of existence, why now?
As part of the 2016-2020 Strategic Plan adopted by the CMAA National Board of Directors, CMAA seeks to leverage technology, best association practices, and excellent management to best serve the membership. Implementing a Chapter Affiliation Agreement is one means of achieving that goal. It is considered a best practice for membership associations to have an affiliation agreement in place with each local chapter. It has also been a highlighted CMAA deficiency by CMAA’s attorney and external auditor.
Chapter Affiliation Basics

What benefit does a chapter affiliation agreement provide to a CMAA Chapter?

CMAA and each of its local chapters share a mutual goal of devoting their combined knowledge and resources for the benefit of all members. CMAA wants to ensure that its relationship with each CMAA Chapter is documented in an affiliation agreement which clearly defines roles and expectations so that the member experience is consistent among chapters. The agreement ensures transparency and mutual accountability, and makes clear CMAA’s continuing commitment to support each local chapter and thereby advance the club management profession.
Chapter Affiliation Basics

What are CMAA’s obligations under the agreement?

CMAA will continue to provide the services that it has provided to each chapter in the past. CMAA also commits to providing educational programs and operational guidance and assistance to each local chapter to advance the club management industry. Recognizing that the success of each chapter and CMAA national is intertwined, CMAA will work with each chapter to recruit new members to each chapter and CMAA and otherwise encourage the growth and success of each CMAA chapter. CMAA will also continue to coordinate activities among the chapters.
Chapter Affiliation Basics

What are the obligations of each CMAA chapter under the agreement?
Each chapter agrees to conduct its activities and maintain its governing documents to be consistent with CMAA’s governing documents. Each chapter also agrees to comply with all applicable laws in performing its activities, to remain in good standing in the state in which it is incorporated, and to maintain its Federal tax-exempt status with the Internal Revenue Service (IRS).

Recognizing that chapters will have access to information that is confidential and proprietary to CMAA, each chapter agrees to protect CMAA’s confidential information and not disclose this information to outside parties without the written consent of CMAA. Each chapter also agrees to use CMAA’s name, logo, and other trademarks (CMAA’s intellectual property) only to identify itself as a chapter of CMAA and in a manner that is consistent with CMAA’s written policies regarding CMAA’s intellectual property.

Chapters also agree to submit certain documents to CMAA on an annual basis, including a copy of their most recently filed Form 990. Additionally, chapters agree to submit copies of their Articles of Incorporation and Bylaws.
Chapter Affiliation Basics

*What is the schedule for entering into these Chapter Affiliation Agreements?*

CMAA presented a draft of the Chapter Affiliation Agreement to 2017 LLC attendees. CMAA also made an online assessment available from November 2017 to January 2018, which was structured to obtain as much feedback as possible from each CMAA Chapter.

CMAA will hold a chapter-national leadership call/webinar after a revised version of the Chapter Affiliation Agreement is released to answer remaining questions and provide an opportunity for further discussion.

CMAA is also in the process of cataloging, evaluating and updating the CMAA chapter policies, and will provide these policies to its Chapters for information before the final Chapter Affiliation Agreement is circulated for signature. CMAA’s goal is to have the Chapter Affiliation Agreement finalized and signed by late 2018.
The Chapter Affiliation Agreement Journey

<table>
<thead>
<tr>
<th>DISCUSSION AND REVIEW</th>
<th>COMPLETED</th>
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<tr>
<td>May 2017: CMAA Chapter Relations Subcommittee develops and approves a draft of the</td>
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<td>Chapter Affiliation Agreement</td>
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<td>Sept 2017: CMAA presents a draft #1 of the Agreement to the 2017 LLC attendees.</td>
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<td>Comments are taken and Agreement revised.</td>
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<td>November 2017-January 2018: All CMAA chapter leaders have the opportunity to review</td>
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<td>a draft #2 of the Chapter Affiliation Agreement</td>
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<td>Winter 2018: The Agreement is modified to take into account chapter leaders’ comments</td>
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<td>May-June 2018: A draft #3 Agreement is issued and reviewed and discussed by</td>
<td>Now</td>
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<td>stakeholders</td>
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<th>Approval</th>
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<td>CMAA’s Board of Directors approves the final Agreement.</td>
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<td>Each CMAA Chapter’s board of directors approves the final Agreement</td>
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<td>Each CMAA Chapter’s President signs the final Agreement</td>
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<td>CMAA’s Chief Executive Officer signs the final Agreement</td>
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Affiliation Agreement Version #3 Changes

1. Parity between National and Chapters on “hold harmless.”
2. Re-work suspension/revocation provision to outline notification for a breach and ability to for Chapter to correct, as well as Chapter appeal process.
3. Recognition of Chapter’s use of managed services or independent contractors for management.
4. Recognition of Chapter’s related entities and use of CMAA name.
5. Correction of mailing list distribution, etc. for Chapter activities.
6. Added an accompanying FAQ document to answer related Agreement questions that are not part of Agreement.
Association Name Change – CMAA Logo
It’s Official! July 1, 2018
CMAA Chapter Logos – Usage
Let’s Vote!
CMAA Chapter Logos – Color Options
CMAA Policies Updating Process

1. CMAA Policies presently being updated to incorporate items removed from previous CMAA Bylaws by CMAA Bylaws Committee.

2. CMAA Policies will be managed by CMAA Bylaws Committee and CMAA Board will consider renaming this Committee to *CMAA Bylaws and Policies Committee*.

3. CMAA Policies fall under the oversight and approval of CMAA’s National Board.

4. **CMAA Policies will be shared with Chapters for comment and clarification before the need to approve and sign the Chapter Affiliation Agreement.**
Affiliation Agreement Basics

What does a Chapter need to do to enter into this Chapter Affiliation Agreement with CMAA?

Each Chapter should follow the policies and procedures established by the Chapter’s board of directors regarding how it approves agreements. Since this Chapter Affiliation Agreement commits a Chapter to operate in a manner consistent with CMAA’s policies and governing documents, each Chapter should consider having its respective board of directors review and approve the Agreement to ensure that there is clear communication between each Chapter’s governing body and CMAA.
Submitted Questions

Regarding using one logo, we are concerned about changing the established & regionally recognized regional brand of The XXX Chapter CMAA logo.

1. Will CMAA provide camera ready artwork of new Chapter logos to the Chapters? **YES**

2. Does the agreement allow for print color variation Chapter to Chapter, imprint of logo on images or different backgrounds for Chapter events, newsletter banners etc. CMAA logo usage *Style Guide* to be updated for Chapter logo use.

3. If we have the capacity, can we be as creative as National in adapting the logo for one-off Chapter events? *Style Guide*
Open Discussion – Q and A

Speakers:

Jeff Morgan – CMAA’s CEO

Beth Caseman – Venable LLP

Bobby Crifasi, CCM, CCE, CPA – CMAA President