

Capital Management Consultants, Inc.

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FORM ADV PART 2A BROCHURE

March 23, 2023

This brochure provides information about the qualifications and business practices of Capital Management Consultants, Inc. If you have any questions about the contents of this brochure, please contact us at 847-498-8899 and at mdavis@capitalmanagementconsultants.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Capital Management Consultants, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Capital Management Consultants, Inc. is 19935.

The Adviser is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Material Changes

Form ADV Part 2A, Item 2

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization. As such, we have revised our ADV Part 2 form to reflect this new rule.

Previously, information about the Firm’s business practices and qualifications were offered to clients on at least an annual basis. Pursuant to new SEC rules, we will ensure that clients receive a summary of any material changes to this brochure or future brochures within 120 days of the Firm’s fiscal year end. We will provide other disclosure information as necessary about material changes

Annual Update

Going forward, this item will summarize any material changes to Capital Management Consultants’ brochure since the last annual update.

This brochure dated March 23, 2023, contains the following material changes from the brochure that was filed with our last annual updating amendment on March 25, 2022:

- Assets under management have been updated as of December 31, 2022 (see Item 4).

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (847) 498-8899 or by email at mdavis@capitalmanagementconsultants.net.

Note about Terms in Brochure

As used in this brochure, the words “we”, “our”, “us” and “CMC” refer to Capital Management Consultants, Inc.; and the words “you”, “your” and “client” refer to you as either a client or prospective client of our firm. This was done as an effort to keep the Brochure in narrative “plain English” format.

Table of Contents

<i>Material Changes</i>	<i>i</i>
<i>Advisory Business</i>	<i>1</i>
<i>Fees and Compensation</i>	<i>2</i>
<i>Performance-Based Fees and Side-By-Side Management</i>	<i>4</i>
<i>Types of Clients</i>	<i>4</i>
<i>Methods of Analysis, Investment Strategies and Risk of Loss</i>	<i>4</i>
<i>Disciplinary Information</i>	<i>5</i>
<i>Other Financial Industry Activities and Affiliations</i>	<i>5</i>
<i>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</i>	<i>6</i>
<i>Brokerage Practices</i>	<i>7</i>
<i>Review of Accounts</i>	<i>8</i>
<i>Client Referrals and Other Compensation</i>	<i>9</i>
<i>Custody</i>	<i>9</i>
<i>Investment Discretion</i>	<i>9</i>
<i>Voting Client Securities</i>	<i>10</i>
<i>Financial Information</i>	<i>10</i>

March 23, 2023

Advisory Business

Form ADV Part 2A, Item 4

Firm Description

Capital Management Consultants is an independent, fee-only SEC-Registered Investment Advisory firm located in Deerfield, Illinois. Since 1988, our firm has been providing professional advisory services for profit sharing plans, partnerships, trusts, corporations, and individuals.

Principal Owners

Principal owners of Capital Management Consultants, Inc. are as follows:

Marc Davis, President
Robert Stumpf, Treasurer

Type of Services Offered

CMC provides discretionary, investment management services on a fee only basis, which includes designing, revising, and reallocating a client's custom portfolio based on continual client reviews and market analysis.

Tailored Relationships

The focus at Capital Management Consultants is to provide you with superior personalized service and unbiased advice that is tailored to your investment goals. Whether you are the trustee of a retirement plan or an individual who has personal money to invest, we take the time to listen to your needs in order to develop a customized plan that will strategically be adjusted throughout the years to meet your financial objectives. We may use investor questionnaires which include a risk profile that help us in determining your individual objectives and risk tolerance. We will also assist you with identifying your investment objectives by assessing your risk tolerance based upon age, income, need for cash flow, investment goals and emotional tolerance for volatility. Strategies are then developed and implemented through an optimal combination of investments. When constructing portfolios, we will determine how to allocate funds across different asset classes and securities. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased for your account) by providing our firm with your restrictions and guidelines in writing.

Prior to engaging CMC to provide the described advisory service, the client will be required to enter into a written agreement with CMC setting forth the terms and conditions under which CMC shall render its services. Such contract shall remain in effect unless terminated by either party upon 30 days written notice. In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g. attorney, accountant, etc.). Since we rely expressly on the information that you provide, you must promptly notify our firm if your financial situation, goals, objectives or needs change.

March 23, 2023

Selection of Third-Party Money Managers

CMC may also recommend that certain clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment manager(s) either directly or through a wrap fee program ("*Independent Manager(s)*"), based upon the stated investment objectives of the client. The terms and conditions under which the client shall engage the *Independent Manager(s)* shall be set forth in separate written agreements between (1) the client and CMC and (2) the client and the designated *Independent Manager(s)*. CMC shall continue to render advisory services to the client relative to the ongoing monitoring and review of account performance, for which CMC shall receive an annual advisory fee which is based upon a percentage of the market value of the assets being managed by the designated *Independent Manager(s)*. Factors that CMC shall consider in recommending *Independent Manager(s)* include the client's stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated *Independent Manager(s)*, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, may be exclusive of, and in addition to, the Adviser's investment advisory fee set forth above. As discussed above, the client may incur additional fees than those charged by CMC, the designated *Independent Manager(s)*, and corresponding broker-dealer and custodian.

In addition to CMC's written disclosure statement, the client shall also receive the written disclosure statement of the designated *Independent Manager(s)*. Certain *Independent Manager(s)* may impose more restrictive account requirements and varying billing practices than CMC. In such instances, CMC may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Manager(s)*.

Wrap Fee Programs

We do not participate in wrap fee programs.

Managed Assets

All client accounts are managed on a discretionary basis. As of December 31, 2022, Capital Management Consultants' assets under management totaled \$84,089,195. All accounts and assets under management were on a discretionary basis.

Fees and Compensation

Form ADV Part 2A, Item 5

Description – Money Management

Capital Management Consultants, Inc. bases its fees on a percentage of Assets Under Management. Clients' quarterly management fees are deducted from their accounts in arrears. The quarterly management fees are based on the value of the Assets Under Management as of the last business day of the previous quarter. For the initial quarter of investment management services, the first quarter's fees will be prorated, which means the advisory fee is payable in proportion to the number of days in the quarter for which you are a client.

March 23, 2023

The annual fees charged, as a percentage of assets under management are as follows:

Account(s) Value	Annual Percentage
\$100,000 - \$1,000,000	1.00%
\$1,000,001 - \$2,000,000	.75%
\$2,000,001 and above	.50%

This schedule is used as a guideline only; all fees are subject to negotiation at the sole discretion of CMC.

We may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Combining account values may increase the asset total, which may result in a reduced advisory fee based on the available breakpoints in the fee schedule stated above.

You may make additions and withdrawals on your account at any time. You may withdraw account assets upon notice to our firm at any time.

We will send you an invoice for the payment of our advisory fee, or we will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization to do so. Furthermore, the qualified custodian will deliver an account statement to you monthly. The account statements will show all disbursements from your account, including the advisory fees deducted on a quarterly basis. You should review all statements for accuracy. We will also receive a duplicate copy of your account statements.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds, stocks, bonds, and exchange-traded funds. These transaction charges are usually relatively small and are incidental to the purchase or sale of a security. In some cases, custodians also charge monthly, quarterly, or annual custody fees. Fees for custody are disclosed to clients when this type of arrangement is recommended.

Mutual funds and exchange traded funds generally charge a management fee for their services as investment managers. The management fee is included in the expense ratio. Mutual fund fees also include transaction charges for the purchase or sale of securities within the fund and may charge other fees as disclosed in the fund prospectus. These fees are in addition to the fees paid by the client to CMC.

Selected third party money managers also charge additional fees that may be billed quarterly in advance or arrears based upon their management practices. Details of the specific fee arrangements are disclosed in the third-party money manager's ADV Part 2A, along with the written agreement between the client and the third-party money manager.

March 23, 2023

Performance-Based Fees and Side-By-Side Management

Form ADV Part 2A, Item 6

Capital Management Consultants, Inc. does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client. However, the nature of asset-based fees allows Capital Management Consultants, Inc. to participate in the growth of the client's wealth. This also means that our fees can decline when the client's portfolio declines in value.

Types of Clients

Form ADV Part 2A, Item 7

Capital Management Consultants, Inc. offers investment advisory services to individuals, pension and profit-sharing plans, trusts, estates, corporations, and other business entities. In general, we require a minimum of \$100,000 in investible liquid assets to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management, or where a smaller account is tied to a larger client relationship. We may also combine account values for you and your minor children, joint accounts with your spouse and other types of related accounts to meet the stated minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

Form ADV Part 2A, Item 8

Methods of Analysis

Capital Management Consultants, Inc. uses fundamental analysis and technical analysis which includes reviewing charts and other indicators. The main sources of information for analysis include fund prospectuses, Thompson Financial, financial newspapers and magazines, research prepared by others and annual reports. Employees of CMC may also attend on- and off-site visits with fund and portfolio managers, conference calls and industry conferences.

Investment Strategies

Many advisors believe that the buy and hold approach to investing is the best way to invest in the stock market. We believe that this strategy is merely one piece of the puzzle. We subscribe to various investment strategies rather than adhering to just one asset allocation strategy. The stock market is constantly changing, and different strategies work better in different market environments. Our philosophy encompasses investing our client's assets into primarily three investment strategies:

March 23, 2023

1. Strategic allocation
2. Tactical allocation
3. Dynamic allocation

Many different sources are used to decide where to allocate our portfolios which include technical analysis, fundamental analysis, outside independent research and our own in-house research. We construct our client portfolios using a combination of products such as mutual funds, stocks, bonds and alternative investments. As stated above, our client's portfolios will either be overweighted or underweighted in different asset classes based upon our clients' objectives, risk tolerance and market conditions. As an example, during periods of increasing market volatility, economic deterioration, or when our technical indicators turn negative on the market, we are not afraid to take defensive positions. We would sell our equity positions and allocate those assets into fixed-income investments, money market investments, or inverse positions which are designed to benefit from a declining stock market. In the case of an improving stock market and low volatility, we would tend to allocate back into equities and reduce our defensive positions.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach keeps the risk of loss in mind. However, as with all investments, clients face investment risks including the following types: loss of principal risk, interest rate risk, market risk, inflation risk, currency risk, reinvestment risk, business risk, liquidity risk and financial risk.

Disciplinary Information

Form ADV Part 2A, Item 9

Neither Capital Management Consultants, Inc. nor its employees have been involved in any legal or disciplinary events related to past or present activities.

Other Financial Industry Activities and Affiliations

Form ADV Part 2A, Item 10

Activities

Capital Management Consultants, Inc. does not participate in any other industry business activities as a corporation. The principal owners and other associates do all have an outside interest in other financial industry businesses, and they are as follows:

Marc Davis, President of CMC holds an Illinois insurance license and receives commissions from the sale of insurance products, primarily fixed annuities. Davis may sell insurance products to advisory clients of CMC.

Robert Stumpf, Treasurer – Accountant for Comprehensive Professional Management, Inc. in Arlington Heights, Illinois.

Other Investment Advisor Representatives (IARS) of Capital Management Consultants, Inc. may also perform accounting services as well.

March 23, 2023

Stephen Smith, Investment Advisory Representative – Associate and Investment Advisory Representative of Atkins & Associates, through which he sells life insurance and fixed-index annuities. Smith also presents social security seminars. He receives usual and ordinary compensation from these activities. Smith may sell insurance products to advisory clients of CMC. Smith is also the President of Significant Wealth Partners, an Illinois registered investment adviser located in Cary, Illinois.

Affiliations

Accounting clients and other business clients of Robert Stumpf and other IARS that are associated with Capital Management Consultants, Inc. may be referred to CMC for advisory services. For these referrals, IARS will receive compensation based on the revenue generated by the referrals. Such IARS will disclose their affiliation with CMC at the time of the referral and provide clients with CMC's Form ADV Part 2A Brochure and Brochure Supplements.

In addition, Marc Davis and Stephen Smith hold insurance licenses and may offer a client or prospective client of CMC a fixed index annuity that would be written through various insurance carriers, though this additional business activity is minimal.

Stephen Smith, Investment Advisory Representative – Associate and Investment Advisory Representative of Atkins & Associates, through which he sells life insurance and fixed-index annuities. Smith also presents social security seminars. He receives usual and ordinary compensation from these activities. Smith may sell insurance products to advisory clients of CMC. Smith is also the President of Significant Wealth Partners, an Illinois registered investment adviser located in Cary, Illinois.

There is a conflict of interest in these arrangements due to the fact that an affiliated person of CMC is receiving an economic benefit in the form of a commission for sales of insurance products to CMC advisory clients. CMC monitors this conflict by confirming that the product is suitable for the client as part of an entire asset analysis no matter where the product was purchased. Secondly, CMC reviews commission costs in the industry periodically to confirm that the commissions charged to CMC advisory clients are fair considering industry standards.

CMC may at times recommend unrelated, third-party investment managers who have a greater expertise in certain disciplines when appropriate for the client. We do not receive any compensation for the recommendation or selection of these investment advisors. We may also recommend another firm in the financial industry such as accounting, real estate, insurance, etc.; we do not receive any compensation for the recommendation.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading
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Form ADV Part 2A, Item 11

Code of Ethics

At CMC, we take great pride in our commitment of serving our clients' needs and having integrity with which we conduct our business. We are committed to a Code of Ethics ("Code") that is outlined in SEC Rule 204A-1. Our Code addresses issues such as the following:

- Standards of conduct and compliance with applicable laws, rules, and regulations

March 23, 2023

- Protection of material non-public information
- The addressing of conflicts of interest
- Employee disclosure and reporting of personal securities holding and transactions
- The firm's IPO and private placement policy
- The reporting of violations of the Code
- Education of employees about the Code
- Enforcement of the Code

In addition, CFP designees are also held to a Code of Ethics as outlined by the CFP Board of Standards. Each of CMC's representatives has been furnished with a copy of our Code and has signed their names to a written acknowledgement attesting to their understanding of the Code and acceptance of its terms.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Capital Management Consultants, Inc. and its employees may at times buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the Capital Management Consultants, Inc. "Policies & Procedures Manual".

The Chief Compliance Officer of CMC is Marc Davis. Mr. Davis reviews all employee trades each quarter. His personal trades are reviewed by John Andrich, an IAR of CMC. The personal trading reviews ensure that the personal trading of employees was not based on inside information and that clients of the firm receive preferential treatment. The trades are not of a significant enough value to affect the securities market.

Brokerage Practices

Form ADV Part 2A, Item 12

Selecting Brokerage Firms

Capital Management Consultants, Inc. recommends custodians based on the proven integrity and financial responsibility of the firm, best execution of orders at reasonable commission rates, and the quality of client service. CMC primarily recommends TD Ameritrade as a qualified custodian and discount brokerage firm. CMC does not receive fees or commissions from any arrangements, although CMC may benefit from electronic delivery of client information, electronic trading platforms and other services provided by this custodian, such as research, continuing education and practice management advice. These benefits are standard and are not in return for client recommendations or transactions.

CMC reviews the execution of trades at each custodian annually. The review is documented in our "Policies and Procedures Manual". Trading fees charged by the custodians are also reviewed on an annual basis. CMC does not receive any portion of the trading fees.

March 23, 2023

Soft Dollars

Capital Management Consultants, Inc. does not receive soft dollar benefits from the custodians to whom we recommend clients.

Block Trades

Transactions for each client may be affected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. When more than one account is trading in a stock or ETF on the same day, we will combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all but have a variance in commission costs due to account size and confirmation receipt. Accounts owned by our firm or people associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

CMC does not direct brokerage in exchange for client referrals. Nor does CMC allow clients to direct their brokerage away from the custodian.

CMC corrects all trade errors through a Trade Error Account. T.D. Ameritrade will net gains and losses on such errors through that Error Account. Therefore, CMC's account will pay for any loss for an incorrect trade; conversely, CMC will receive any gain on an incorrect trade. By the fact that T.D. Ameritrade nets out gains before CMC pays on any trade error losses, CMC has received a benefit from this arrangement.

Review of Accounts

Form ADV Part 2A, Item 13

Capital Management Consultants, Inc. monitors client portfolios as part of an ongoing process while regular account reviews are conducted at least annually. You are encouraged to discuss your needs, goals, and objectives with our firm, and to keep us informed of any changes in this information. Additional reviews may be conducted at your request, or based on various circumstances, including, but not limited to, contributions and withdrawals, year-end tax planning, market moving events, changes in your financial situation, and/or changes in your risk/return objectives.

You will also receive transaction confirmation notices and regular summary account statements directly from the custodian monthly. In addition, CMC may from time to time prepare reports for clients, particularly for a client meeting. These reports are prepared using the Advent reporting system. There may be discrepancies in the values shown on CMC's reports versus the custodian reports due to the inclusion of accrued interest or reinvested dividends at a month or quarter end by Advent that a custodian may not include. CMC urges its clients to compare the CMC reports to the custodian reports for accuracy and completeness.

March 23, 2023

Client Referrals and Other Compensation

Form ADV Part 2A, Item 14

CMC pays a portion of the management fee from a client to certain investment advisory representatives who are in businesses outside of the firm for the referral of clients to it. In addition, CMC pays a portion of the management fee to certain principals of CMC firm for the referral of accounting clients to CMC for advisory services. Generally, CMC will pay between 30-50% of the collected management fee for referral of clients to CMC.

In addition, Marc Davis and Stephen Smith may earn other compensation as described more fully in Item 10, Financial Affiliations.

Custody

Form ADV Part 2A, Item 15

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees (unless we approve a pay by check billing method). This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact our firm at (847) 498-8899.

Investment Discretion

Form ADV Part 2A, Item 16

Before Capital Management Consultants, Inc. can buy or sell any securities, ETF's or funds on your behalf, you must first sign our discretionary management agreement, a limited power of attorney and/or trading authorization forms.

You may grant our firm discretion over the selection and number of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security.

March 23, 2023

Voting Client Securities

Form ADV Part 2A, Item 17

CMC does not have the authority to vote client securities. You will receive any proxy voting ballots directly from your custodian. If you have any questions about the proxy voting process or about a particular solicitation, please contact our firm at (847) 498-8899.

Financial Information

Form ADV Part 2A, Item 18

Capital Management Consultants, Inc. is not required to provide financial information to our clients because of the following:

- We do not require the prepayment of more than \$1,200 in fees and six or more months in advance.
- We do not take custody of client funds or securities.
- We do not have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.