

**BYLAWS OF THE CENTRAL TEXAS CHAPTER,
ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS**

ARTICLE I – NAME

This organization shall be known as the **Central Texas Chapter of the Association of Proposal Management Professionals (APMP®)**¹, hereafter referred to as the **Central Texas APMP**.

ARTICLE II – MEMBERSHIP IN THE CENTRAL TEXAS APMP

Section 1. Member Eligibility: Membership in the Central Texas APMP shall consist of all persons who pay the APMP membership fee and abide by all rules of the organization, and who designate on their annual membership form that they are affiliated with the Central Texas APMP local chapter. Each member shall be responsible to update their membership status in the online APMP database indicating that they are a member of the Central Texas APMP to ensure proper distribution of dues.

Section 2. Membership Rolls: The Membership Chair of the Central Texas APMP shall record and maintain membership records, including the name, mail address, email address, phone number, and place of employment of each member.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1. Regular Meetings of the Members: At least four (4) meetings of the general membership shall be held each year (time and place will be specified by the Board of Directors). These meetings may take the form of workshops, programs, seminars, or other educational forums.

Section 2. Special Meetings of the Members: Special meetings of the members may be called by three (3) members of the Board of Directors or by the signatures of not less than one-fifth of the members of the Central Texas APMP on a Petition for Meeting. This meeting shall be held within a month of the presentation of the Petition to the Board of Directors at a place designated by the Board of Directors.

Section 3. Notice of Membership Meetings: Written notice stating the place, day, hour, and agenda of any meeting of the Central Texas APMP shall be posted on the Central Texas APMP web site at least two (2) weeks before the date of the meeting by the persons calling the meeting. Notice of meetings shall be simultaneously mailed (electronically and/or hard-copy mailing) to each

¹ APMP is a registered trademark of the Association of Proposal Management Professionals as used throughout this document.

member at the last address for such member which is on record with the Membership Chair of the Central Texas APMP pursuant to Article II, Section 2.

Section 4. Quorum: Chapter members equivalent to at least one-fifth the number of the total chapter membership shall constitute a quorum at a general membership meeting. If a quorum is not present at any meeting of the members, official business votes may be supplemented with an electronic vote via email or an online survey tool to constitute a quorum. To pass, a business motion may be enacted by the approval of a simple majority of the chapter members at the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the Central Texas APMP shall be managed by the Board of Directors.

Section 2. Composition: The Officers of the Central Texas APMP and such other Director positions that may establish from time to time shall comprise the Board of Directors.

Section 3. Membership and Affiliation: All Directors/Officers of the Central Texas APMP shall be APMP members in good standing and shall be affiliated with the Central Texas APMP chapter.

Section 4. Term and Election of Directors: Directors of the Central Texas APMP shall be elected annually at a regular meeting of the Board. Terms shall run on calendar years, from January through December.

a. Elections shall be held no later than the November board meeting. A quorum (a majority of Board members) must be present to conduct the election.

b. There shall be no limit to the number of terms a Board member can serve, either consecutively or cumulatively.

c. All officer nominees shall be current APMP members, be affiliated with the Central Texas APMP Chapter, and agree to serve a one-year term (January 1 – December 31) if elected. Starting with the calendar year 2009, it shall be required that Chair nominees have at least one year of service on the Central Texas APMP Chapter Board.

d. The Chapter Vice Chair will coordinate officer elections. Officer nominees shall be made and sought from the general membership and the Board. The Chapter Vice Chair shall receive nominations in written form (email or hardcopy), contact the nominees to confirm that the person is willing to serve, and provide a list of willing nominees to the Board members at least one week before the November Board meeting. The list will be updated, if required, at the Board meeting.

e. Elections shall be held during the November board meeting with a quorum. If there is only one nominee for a position, that person shall be confirmed by a simple majority of "yeas" and "nays." Otherwise, prior to the casting of ballots, each nominee will have up to 5 minutes to state why he/she should be elected. After all nominees who so desire to have spoken, elections shall be held by secret ballot presented to the Chapter Vice Chair. (The Chapter Vice Chair shall vote prior to viewing the ballots). The Chapter Vice Chair can also receive the ballots via hard copy mail prior to the meeting.

f. New board members shall serve for a one-year period. Board terms shall run January 1 to December 31. Board members shall be confirmed by majority "yeas" and "nays" at the next meeting of the general membership. Only current APMP members affiliated with the Central Texas APMP Chapter may vote for officer confirmation. If confirmation fails, the election process shall begin again.

Section 5. Removal: Directors may be removed from office by a vote of two-thirds of the members of the Board of Directors or by a vote of two-thirds of the Members at a regular meeting of the Members at which a quorum exists. Any Director who misses three (3) consecutive Board of Directors meetings shall be automatically removed unless those absences are of a medical nature or the majority of the Board sets aside the removal for other reasons.

Section 6. Resignation: Any Director may resign at any time by giving written notice to the Chapter Chair. Such resignation shall take effect on the date specified therein. The Board of Directors may accept the resignation of a Director at any time during his or her term. The Board will attempt to replace that Director by nominating any of the Central Texas APMP members and by an approval vote of two-thirds of those remaining Directors. The term of the new Director shall be for the remainder of the one-year term. If the Board is unable to replace that Director before the term expires, the position will be filled at the next election.

Section 7. Compensation: The Board of Directors may compensate expenses incurred by the Directors for their services as such and may provide for payment of all expenses incurred by the Directors in attending regular or special meetings of the Board. Proper documentation of expenditures is required for reimbursement. No Director shall receive compensation for duties as a Board member of the Central Texas APMP.

ARTICLE V – MEETING OF DIRECTORS

Section 1. Regular Meetings (Virtual or Physical): The Board of Directors may provide by resolution, the time and date, within or without the State of Texas or by virtual means, for holding at least four (4) meetings each year, to be scheduled the month prior to a general membership meeting.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the Chapter Chair or any two (2) Directors.

Section 3. Notice of Meetings: Regular meetings of the Board of Directors may be held without notice to the Membership. The person or persons calling a special meeting of the Board of Director shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication (electronic mail or posting on the web site). Such notice need not specify the purpose for which the meeting is called.

Section 4. Quorum: A majority of the Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting: Except as otherwise provided in this Section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. Information Action by Directors: Action taken by a majority of the Directors without a meeting is nevertheless Board action, if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board. The written consent can be done before or after the action is taken.

ARTICLE VI – BOARD POSITIONS

Section 1. The following will be the core positions of the Board of Directors. Detailed position descriptions will be established and maintained by the Board of Directors. The position descriptions may be modified by the Board of Directors as may be required from time to time, and - with the exception of the Chapter Chair – a single individual may serve dual roles.

- Chapter Chair
- Chapter Vice Chair
- Treasurer
- Secretary
- Program Chair
- Communications Chair
- Membership Chair

Section 2. Other Board Positions: The Board of Directors may, from time to time to meet the needs of the Chapter, establish other Board positions or At-Large Directors, filling the positions by Board action until the next scheduled election.

Section 3. Other Committees: There shall be ad hoc committees as deemed appropriate by the Board of Directors. The Board of Directors shall have authority to establish and appoint members to other special purpose committees as shall from time to time be necessary for the proper operation of the chapter.

ARTICLE VII – CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Central Texas APMP, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Central Texas APMP and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, and such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts, or other orders for payment of money issued in the name of the Central Texas APMP shall be signed by the Chapter Chair or the Treasurer, unless otherwise determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Central Texas APMP, not otherwise employed, shall be deposited from time to time to the credit of the Central Texas APMP, in such depositories as the Board of Directors may direct.

Section 5. Gifts: The Board of Directors is authorized to accept contributions, gifts or bequests of any personal property on behalf of the Central Texas APMP. No Director is authorized to accept any gift on behalf of the Central Texas APMP if that gift is for personal gain only.

Section 6. Proper Use of Funds: Chapter funds should be used for such expenditures as local meeting expenses, preparing chapter mailings, and marketing and membership development activities. Chapter funds should not be used to reimburse Directors or chapter members for meals, travel, entertainment, or direct payment to any member without proper reimbursement documentation, unless otherwise approved by the Board of Directors.

ARTICLE VIII – GENERAL PROVISIONS

Section 1. Waiver of Notice: Whenever any notice is required, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Fiscal year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Central Texas APMP shall be from January 1 through December 31.

Section 3. Amendments: Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Members present at a regular or special Meeting of the Members at which a quorum is present.

Section 4. Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order shall govern the Central Texas APMP in all cases to which they are applicable, except as otherwise provided in the these Bylaws or any special rules of order the Central Texas APMP may adopt.

Section 5. Maintenance of Chapter Documents and Records: All records of the Central Texas APMP chapter shall be retained as directed by the Board of Directors; it is recommended that a repository or library of documents (such as official board meeting minutes, annual reports developed for the Headquarters APMP, membership meeting minutes, etc.) be created for these records. The Secretary shall be responsible for maintaining these documents and records.

Section 6. Start-up of the Chapter: The original Board of Directors will be constituted by the interim Board of Directors, established at the time the chapter's charter is approved.

These Bylaws will become effective upon approval of a majority of chapter members at the February 2008 general membership meeting of the chapter, whose first order of business will be the consideration of a motion to accept these Bylaws.

Section 7. Dissolving the Chapter: The chapter can be dissolved following a majority vote of the Board of Directors endorsing a motion to take the issue to membership. The chapter will be dissolved if a simple majority of membership attending the meeting votes to dissolve the chapter.