



# Bylaws of the Lone Star Chapter Association of Proposal Management Professionals

Revision Date: 01/01/2016  
Revision: Original

## Article I – Name

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

## Article II – Membership in the Lone Star APMP Chapter

**Section 1. Member Eligibility.** Membership in the Lone Star APMP Chapter shall consist of all persons who pay the APMP International membership fee and abide by all the rules of the organization, and who designate on their membership form that they are affiliated with the Lone Star APMP Chapter. Each member shall be responsible for updating their membership status with APMP ([www.apmp.org](http://www.apmp.org)) indicating that they are a member of the Lone Star APMP Chapter to ensure proper distribution of dues to the Lone Star APMP Chapter.

**Section 2. Membership List.** The Lone Star APMP Chapter's membership list is based on APMP's membership list. The Membership Chair is responsible for coordination of the Lone Star APMP Chapter membership list with the APMP official membership list.

## 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 to be specified by the Board of Directors). These meetings may take the form of workshops, programs, seminars, webinars, 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 Lone Star APMP Chapter Board of Directors or by the signatures of not less than one-fifth of the members of the Lone Star APMP Chapter 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 Lone Star APMP Chapter shall be posted on the Lone Star APMP Chapter website at least two (2) weeks before the date of the meeting by the Board of Directors. Notice of the meeting shall also be electronically mailed to each member at the last email address for such member which is on record with the Membership Chair of the Lone Star APMP Chapter.

**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, no official business votes may be taken. To pass, a business motion may be enacted by the approval of a simple majority of the chapter members at the meeting. As an alternative method, calls for votes may be collected via email, so long as entire chapter membership is given the option to vote. An abstention vote counts towards to the total number of votes needed for a quorum.

## Article IV – Board of Directors



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**Section 1. General Powers:** The business and affairs of the Lone Star APMP Chapter shall be managed by a Board of Directors.

**Section 2. Composition:** The primary composition of the Board of Directors is described in Appendix 1: Board of Directors. The Chapter Board shall consist of at least 3 individuals. Additional board member positions can be created and filled by the Board and the full position descriptions and responsibilities for all Board Members shall be updated and maintained regularly in Appendix 1.

**Section 3. Membership and Affiliation:** All Board Members of the Lone Star APMP Chapter shall be APMP members in good standing and shall be affiliated with the Lone Star APMP Chapter.

**Section 4. Quorum:** A majority of the Board Members shall constitute a quorum for the transaction of any Chapter business.

**Section 5. Term and Election of Directors:** Board Members of the Lone Star APMP Chapter shall be elected every two years. Terms shall run on a calendar year, from January through December.

- a. Board Member nominations will be announced at the November board meeting.
- b. There shall be no limit to the number of terms a Board Member can serve, either consecutively or cumulatively.
- c. All Board Member nominees must be current APMP members, be affiliated with the Lone Star APMP Chapter, and agree to serve at least a one-year term (January 1 – December 31) if elected.
- d. All Chapter Chair nominees must have at least one year of service on the Lone Star APMP Chapter board.
- e. The Secretary will coordinate Board of Director elections. Nominees shall be made and sought from the general chapter membership and the current Board. The Secretary 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 qualified and willing nominees to the Board of Directors at the November board meeting.
- f. If there is only one nominee for a board position, that person shall be deemed elected. For any Director position with more than one nominee, the Secretary will coordinate a regular election by distributing the nominee names and background information for consideration and a vote by the Chapter's general membership. Only current APMP members affiliated with the Lone Star APMP Chapter may vote. The nominee with a simple majority of votes received will be elected. The election will be completed before or during the December meeting of the Chapter's general membership, and the election results (for contested and uncontested positions) announced at that meeting.
- g. If there are no nominees for a Director position for the regular election, the Board of Directors shall designate the position vacant or appoint one of the Directors to serve as the acting officer for that position. Then if a nominee (or nominees) is subsequently identified for the position, the Chapter will hold a special election, scheduled and coordinated by the Secretary, to permanently fill the Director position in question. If one nominee is identified, that person will be deemed elected. If the Director



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position is contested, the names and background information of the candidates will be distributed to the Chapter's general membership for a vote. Only current members affiliated with the Lone Star APMP Chapter may vote. The nominee with a simple majority of votes received will be elected. The elected Director will serve in that position for the remainder of the current Board's term.

**Section 6. 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 two (2) 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 removal.

**Section 7. 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 in the resignation notice. 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 Lone Star APMP Chapter members and by an approval vote of two-thirds of the remaining Directors. The term of the new Director shall be for the remainder of the Board's two-year term. If the Board is unable to replace that Director before the term expires, the position will be filled at the next election or as a nominee is identified.

**Section 8. Compensation:** The Board of Directors may be reimbursed for expenses incurred 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 Lone Star APMP Chapter.

### Article V – Meetings of Board of Directors

**Section 1. Meetings of the Board:** The Board Members may provide by resolution, the time and place for conducting at least 4 board meetings per year. Special board meetings may be called by or at the request of a majority of the Board Members. At least 2 days before the special meeting, the Chapter Secretary shall give notice thereof by any usual means of communication (electronic mail or posting to the website) that a special Board Meeting will be held. Such notice need not specify the purpose for which the meeting is called.

**Section 2. Notice of Meetings:** Regular meetings of the Board may be held without notice to the Membership.

**Section 3. Quorum:** A majority of the Board fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.



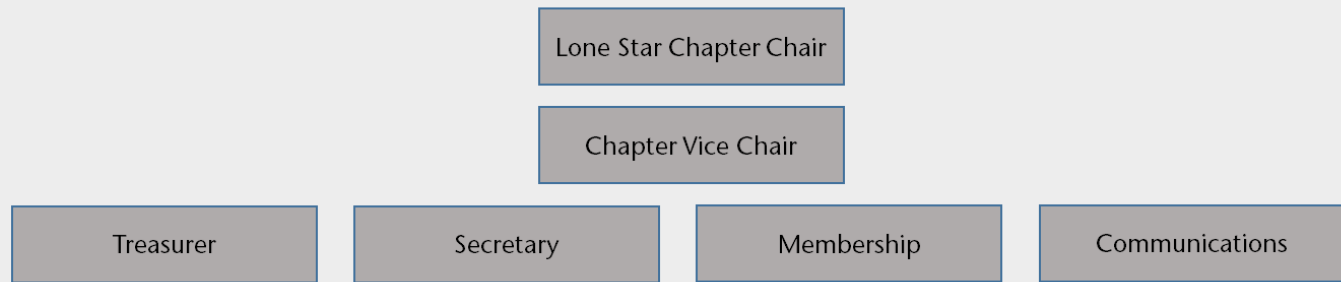
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## Appendix 1: Board Member Roles and Responsibilities

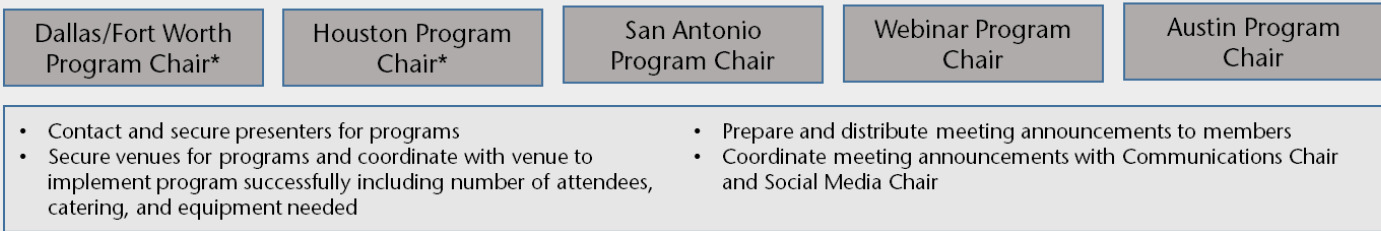
### Chapter Board of Directors Mandatory Positions

Key board members. Official part of board, must attend board meetings. Voting rights.



### Chapter Program Positions Mandatory\*/Optional Positions

The Program Chairs coordinate speakers and programs for different regions, available to entire chapter. Official part of board, must attend board meetings. Voting rights.



### Chapter Support Positions

These programs are only offered if we have individuals to fill these positions. Encouraged to participate in board meetings, but not required. Optional voting rights.

Training & Certification	Symposium	Corporate Membership	Social Media	Other Potential Roles
<ul style="list-style-type: none"> <li>• Mentor/protégé programs</li> <li>• Study buddy programs</li> <li>• Encourage member certification</li> <li>• Chapter sponsorship</li> </ul>	<ul style="list-style-type: none"> <li>• Plan Texas-wide symposium</li> <li>• Coordinate speakers with Program Chairs</li> </ul>	<ul style="list-style-type: none"> <li>• Encourage companies to enroll in corporate memberships</li> </ul>	<ul style="list-style-type: none"> <li>• Manage LinkedIn page, discussions, and postings</li> <li>• Coordinate website material with Communications</li> <li>• Schedule postings on APMP website</li> </ul>	<ul style="list-style-type: none"> <li>• Job Bank</li> <li>• Photography</li> <li>• Fundraising</li> <li>• Volunteering</li> <li>• Social Hours</li> </ul>



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### Lone Star Chapter Chair

- Principal Executive Officer of the chapter
- Supervise and control the management of the chapter in accordance with the bylaws
- Prepare all reports required by the rules and regulations of APMP International
- Serve as primary liaison to the International Board of Directors
- Establish and maintain working relationships with other chapter chairs and related organizations
- Chair all Board Meetings
- Sign all contracts with vendors (Treasurer is secondary signature)
- Oversee financial accounts to ensure the chapter remains fiscally solvent
- Primary point of contact for State incorporation paperwork
- Highly encouraged to attend APMP annual conference

### Lone Star Vice Chair

- Performs responsibilities of Chapter Chair in the case of absence
- Assists Chapter Chair with special projects and normal responsibilities as help is needed
- Assists all other board positions as required or needed

### Treasurer

- Develop budgets
- Prepare annual budget for review and approval by the Board
- Provide monthly profit and loss statements
- Collect and deposit meeting fees
- Prepare and turn in quarterly required paperwork
- Official signature for bank transactions (Chair is secondary signature)
- Prepare income tax return for organization
- Maintain and balance checking account for chapter
- Pay any bills for which an invoice or expense report is received
- Print attendee list for in-person meetings and coordinate no-shows and walk-ins with Secretary
- Receive any onsite payments for member meetings
- Deposit member payments and quarterly rebates from APMP International
- Process online registrations and cancellations and communicate headcounts to board members and venues as necessary

### Membership

- Greet new members to chapter
- Keep list of members up to date on chapter website
- Provide the board with membership numbers on a regular basis
- Coordinate all efforts to recruit new members to the chapter
- Contact first-time meeting attendees and thank them for attending
- Maintain guest and contact lists
- Create annual plan to grow and better serve chapter membership



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### Secretary

- Keep accurate records of the acts and proceedings of all meetings of the chapter board
- Check chapter mail
- Take and distribute board meeting notes
- Coordinate website content with Communications Chair
- Responsible for all Chapter documents
- Prepare agendas for board meetings
- Coordinate call-in numbers for virtual meetings
- Work with Chapter Chair to update State incorporation paperwork as required
- Prepare and handout member name tags at in-person member meetings
- Record meeting attendees at door and coordinate any in-person payments with Treasurer
- Provide for and collect meeting evaluations
- Coordinate Board of Directors elections

### Communications

- Responsible for creation, update and content of chapter website
- Coordinate website material with all other board members and chairs
- Assist other board members and social media chair draft and publish external communications
- Send meeting announcements to members and contacts at regular intervals

### Program Chairs

- Responsible for overseeing the programs offered to members and assisting the board members in developing new programs
- Develop an annual list of programs offered by the Chapter
- Contact and secure presenters for the programs
- Secure venues for the programs and coordinate with the venue to implement the program successfully including activities related to catering, number of expected attendees, and equipment needed for the program
- Develop announcements for the programs with the support from the Communications Chair
- Update the chapter website with speaker and program content
- Provide follow-up activities as required, including meeting evaluations