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## BYLAWS OF THE GEORGIA CHATTAHOOCHEE CHAPTER ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS

### ARTICLE I. NAME

**Section 1. Name:** The name of the chapter shall be the Georgia Chattahoochee Chapter of the Association of Proposal Management Professionals (APMP), hereafter referred to as the “Chapter”.

### ARTICLE II. MEMBERSHIP

**Section 1. Member Eligibility:** Membership in the Chapter shall consist of persons who pay the international membership fee and abide by the rules of APMP International, and who designate on their annual membership form they be affiliated with the local Chapter. Each member shall alert the APMP International chapter they are a member of the Chapter to ensure proper distribution of dues rebates to the local Chapter.

**Section 2. Membership Rolls:** The Membership Chair of the Chapter shall record and maintain membership records, including the name, email address, mailing address, phone number and place of employment of each member.

### ARTICLE III. MEMBER MEETINGS

**Section 1. Regular Meetings:** At least four meetings of the Membership shall be held each year (time and will be specified by the Board of Directors). These meetings may consist of workshops, programs, seminars, or other educational forums. Meetings may be held in person or in a virtual format.

**Section 2. Special Meetings of the Members:** Special meetings of the Members may be called by three members of the Board of Directors or by the signatures of not less than one-fifth of the Members of the 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, time, and agenda of any meeting of the Chapter shall be posted on the Chapter website and/or social media platforms at least two weeks before the date of the meeting by the persons calling the meeting. Notice of meetings shall be simultaneously electronically to each Member at the last email address for such Member, which is on record with the Membership Chair of the Chapter pursuant to Article VI, Section 6. In addition, meeting notices shall be emailed to other APMP members who have requested to be placed on the Chapter distribution list to receive announcements.

**Section 4. Quorum:** The Members equivalent to at least one-fifth the number of the total membership shall constitute a quorum at a meeting. If a quorum is not present at any meeting of the Members, action shall be referred to the Board for resolution. A majority of Members present may adjourn the meeting without further notice.

**Section 5. Items Requiring Member Vote:** A Member vote is required for (i) Dissolution of the Chapter; (ii) Merger or consolidation of the Chapter; and (iii) Disposition of 50% or more of the Chapter's assets (unless court approved). For other items, unless specifically required by law, Members shall be considered “non-voting.”



## **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. General Powers:** The affairs of the Chapter shall be managed by the Board of Directors (“Board”). All powers and authority to act on behalf of the Chapter, manage the affairs of the Chapter or exercise the powers of the Chapter shall be vested in the Board, unless otherwise reserved for the members of the Chapter by law (including the Act), in these Bylaws. Powers and authority reserved for the members by law include, but are not limited to, dissolution of the Chapter.

**Section 2. Number of Positions:** The number of Directors of the Chapter is established at least eight positions.

**Section 3. Term and Election of Directors:** Chapter Directors shall be elected at a regular meeting of the Board. A term of office is defined as two years. A Board member can serve a maximum of six consecutive years. A Board member cannot start a two-year term of office where he/she will exceed the six consecutive years of service on the Board. Special exceptions may be provided for any board position, based on the needs of the Chapter, as determined by its Board. Terms shall run on calendar years, from February through January.

**Section 4. Election and Tenure of Voting Members of the Board of Directors:** The Chapter Board members shall elect incoming and renewing Directors via a majority of the Directors at a regular meeting. Any renewing Director shall not be present for discussions and vote for that Director’s renewal. Director positions are for two-year terms, except for certain Directors described below, and will be staggered so their terms do not all expire the same year.

A Director may be removed from office with cause by a vote of two-thirds of the members of the Board of Directors. Any Director who misses three consecutive Board of Directors meetings shall be automatically removed unless those absences are due to a medical or other emergency matter, or the majority of the Board sets aside the removal for other reasons.

## **ARTICLE V. MEETING OF BOARD OF DIRECTORS**

**Section 1. Regular Meetings:** A regular annual meeting of the Chapter shall be held no less often than once per quarter at such other time and place as determined by the Board of Directors. The meeting may discuss the state of the Chapter, present any changes to the strategic direction of the Chapter as implemented by the Board of Directors, the financial state of the Chapter, and any actions for advisory or mandatory vote by the Members, which may be conducted electronically, in person, or a hybrid method. Meetings may be held in person or in a virtual format.

**Section 2. Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meetings of the Board called by them. Special meetings may be held in person or in a virtual format.

**Section 3. Notice:** Notice of any regular or special meetings of the Board of Directors must be given at least two days previously thereto by written notice delivered sent by mail or by electronic notice to each Director at the address as shown by the records of the Chapter. If mailed, such notice shall be deemed delivered when deposited in the United States mail or with the delivery company. If notice is given electronically, such notice shall be deemed delivered when the notice is sent. Any Director may waive their right to notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting unless a Director attends a meeting expressly to object to the transaction of any business because the meeting is not lawfully called or convened. Notice of a special meeting must describe the purpose of the special meeting. The business to be transacted at any regular meeting of the Board does not need be specified in



the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. Regular meetings of the Board of Directors may be held without notice to the Membership.

**Section 4. Quorum:** A majority of the Board of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 5. Manner of Acting:** 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, unless the act of a greater number is required by law or by these Bylaws. Directors may cast their votes at a meeting where they are physically present. They may also vote telephonically, by mail or by electronic mail or by proxy. If a tie occurs, the Chair may cast a second vote to break the tie.

**Section 6. Vacancies:** At the discretion of the Board of Directors, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, whether or not the remaining number is less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve until the next annual selection process.

**Section 7. Resignation and Removal:** Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect on the date specified. The Board of Directors may accept the resignation of a Director during his or her term. The Board will attempt to replace that Director by appointing other Chapter 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 two year term. If the Board cannot replace that Director before the term expires, the position will be filled at the next election.

**Section 8. Compensation:** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors the expenses of attendance, if any, may be allowed for attendance at each regular or special meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor, provided that such Director will not be present for any discussion of that Director's employment or compensation.

**Section 9. Action by Unanimous Consent:** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**Section 10. Minutes:** Minutes of each meeting of the Board shall be recorded by a designee of the Chair, and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Association's minute book or other appropriate books and records.

**Section 11. Information Action by Directors:** Action taken by a majority of the Board Members without a meeting is Board action, if written consent to the action in question is signed, consent by email, or e-signature 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. POSITION DESCRIPTIONS FOR BOARD POSITIONS**

**Section 1. Chair of the Board:** The Chair of the Board shall have general charge, supervision, and authority over the property, affairs, and business of the Chapter and over its several officers, subject, however, to the control of the Board of Directors. She/he shall, when present, preside at



Board of Directors meetings and will have primary responsibility over the Strategic Planning process, some of which may be delegated at their sole discretion. She/he, with concurrence or delegation, from the Board, shall have authority to cause the employment of such agents of the Chapter, and perform duties incident to the office of Chair and such other duties as occasionally may be assigned to him/her by the Board of Directors, or as prescribed herein. If a tie occurs, the Chair can cast a second vote to break the tie.

**Section 2. Vice Chair of the Board:** At the request of the Chair, or in his/her absence or disability, the Vice Chair shall perform all the duties of the Chair and, when so acting, shall have the powers of and be subject to the restrictions upon the Chair. She/he shall also have responsibility to support the Strategic Planning process and for assisting and working with other members of the Board of Directors. The Board of Directors may elect a Vice Chair every year. The incoming Vice Chair must have served at least two years on the Board of Directors before election. The Vice Chair may become the Chair after the Chair's one-year term expires.

**Section 3. Secretary:** The Secretary shall take, collect, and ensure review of the minutes of any Board meeting. The Secretary will ensure Board Agenda and any board materials are posted to provide proper notice for any Regular or Special Meetings of the Board. The Secretary shall work with the Chair or their designee to ensure the proper updating in official and public copies of any changes to these Bylaws. The Treasurer is a voting member of the Board of Directors.

**Section 4. Treasurer:** The Treasurer shall perform duties and have powers as may occasionally be assigned to him/her by the Chair. The Treasurer shall report on and be knowledgeable for Chapter funds, including depositories selected in accordance with these Bylaws, disburse such funds as ordered by the Chair, making proper accounts, and render as requested by the Chair, statements of transactions as Treasurer and of the financial condition. The Treasurer is a voting member of the Board of Directors shall serve a four-year appointment. The Treasurer shall report on the financial health of the Chapter at Board meetings or general meetings of the members. In addition, the Treasurer documents the APMP International for membership quarterly reimbursements/rebates

**Section 5. Program Chair:** The Program Chair will develop the list of planned annual programs offered by the chapter, securing host sites for the programs, and developing announcements for the programs. This will include presenters for regular meetings of the members and special programs. The Program Chair will contact and secure presenters for the programs.

**Section 6. Membership Chair:** The Membership Chair maintains accurate and up-to-date database of all members of the Chapter. The membership chair will provide the President with the number of members who attended programs during the fiscal year for any year-end reporting if required by the APMP International. The membership chair will also coordinate all recruiting of new members to the local chapter.

The membership chair will communicate membership news to the promotions/publicity chair for the newsletter, and upload new membership news on chapter website.

**Section 7. Promotion/Publicity Chair:** The Promotion/Publicity Chair is responsible for communication media, including but not limited to press releases, program announcements, chapter newsletter (electronic and/or hard copy) distribution and any as needed special projects. Additional responsibilities include maintaining an updated portal of news media/calendar contacts for publishing Chapter press releases and/or meeting notices.

**Section 8. Social Media Chair:** The Social Media Chair shall develop and execute plans to increase the Chapters social media presence or following. He/she shall collaborate with the



Promotion/Publicity Chair and other Board of Directors to develop successful social media campaigns that communicate recent or impending events or activities. He/she shall use common social media marketing tools such as LinkedIn, Facebook, Instagram, Twitter, etc.

**Section 9. Webmaster:** The Webmaster oversees all the features of a website, solving technical problems, approving site content, and working with the software developers (StarChapter) designers to make sure the site looks and performs well. The Webmaster is responsible for the format and content of the Chapter web site, including (but not limited to) meeting announcements, summaries of previous meetings, contact information (President / Membership Chair, etc.), and other information approved by the Board of Directors for posting on the web site. The Chair is responsible for StarChapter site maintenance and any announcement to the Board about any issues or concerns with the site.

**Section 10. Committees:** There shall be ad hoc committees as deemed appropriate by the Board of Directors. The Board of Directors shall have authority to appoint other special purpose committees as shall occasionally be necessary for the proper operation of the Chapter. Preferably, special purpose committee members are active APMP members in good standing.

## **ARTICLE VII. CONTRACTS, LOANS, AND DEPOSITS**

**Section 1. Fiscal Year:** Unless otherwise ordered by the Board of Directors, the fiscal year of the Chapter shall be from January 1 through December 31.

**Section 2. Contracts:** The Board of Directors may authorize any officer or officers, agent, or agents of the Chapter to enter into any contract or execute and deliver any instrument on behalf of the Chapter, and such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, etc.:** All checks, drafts, debit card, or other orders for payment of money issued in the name of the Chapter shall be signed by the by the Treasurer, only after authorization of the Chair, and Vice Chair, unless otherwise determined by resolution of the Board of Directors.

**Section 4. Deposits:** All funds of the Chapter shall be deposited occasionally to the credit of the Chapter, in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 5. Gifts.** The Board of Directors may accept contributions, gifts, bequests, or devise for the general purposes or for the Chapter, provided that such gifts do not create a conflict of interest for the Chapter or any member of the Board of Directors, and meet with all requirements under federal state tax laws.

**Section 6. Loans:** No loans shall be contracted on behalf of the Chapter and no evidence 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 7. 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 must be given to any Director under the Georgia Nonprofit Corporation Act or under the Bylaws of this Chapter, a waiver thereof in writing



signed by the person or persons entitled to such notice, whether before or after the time stated, shall equal to the notice.

**Section 2. Amendments:** Except as otherwise provided, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or special meeting, if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting. Such notice must include the intended changes to the Bylaws, affording ample time to review and discuss such changes. Changes to Bylaws will be deemed to take effect upon vote of the Board of Directors, and should be reflected in all public copies of the Bylaws by the Chair or their designee soon thereafter.

These Bylaws will become effective upon approval of a majority of Board of Directors at a duly held meeting of the Chapter, whose first order of business will be the consideration of a motion by the Board of Directors to accept these Bylaws.

**Section 3. Parliamentary Authority:** The rules in the current edition of Robert's Rules of Order shall govern the Chapter in cases to which they apply, except as otherwise provided in the these Bylaws or any special rules of order the Chapter may adopt.

**Section 4. Maintenance of Chapter Documents and Records:** All records of the Chapter shall be retained as directed by the Board of Directors; it is recommended that a repository or library of documents (such as minutes of the proceedings of the Board of Directors, particularly as they exercise the authority of the Board of Directors, membership meeting minutes, etc.) be created for these records. The Secretary shall maintain these documents and records.

**Section 5. Headings:** The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

**Section 6. Severability:** All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full force and effect

## **ARTICLE IX. DURATION AND DISSOLUTION**

**Section 1. Duration:** The duration of the Chapter shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

**Section 2. Dissolution:** Before the Chapter may be dissolved, the Board must first adopt, by not less than two-thirds of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Chapter. Upon approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership if approved by the affirmative vote of a majority of the voting members of the Chapter in good standing casting their votes at a properly noticed meeting of the membership or through electronic ballot at which a quorum of 25%.

**Section 3. Distribution of Assets:** Upon the dissolution of the Chapter, and after paying or providing for the payment of the liabilities of the Chapter, the Board shall distribute all the assets of the Chapter for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or such assets shall be distributed to the Federal government, or to a state or local government, for a public purpose, in such manner as the Board shall determine.