

BYLAWS OF THE HOUSTON CHAPTER, ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS

ARTICLE I – NAME

This chapter shall be known as Houston Chapter of the Association of Proposal Management Professionals, hereafter referred to as the Houston APMP.

ARTICLE II – MEMBERSHIP IN THE HOUSTON APMP

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

Section 2. Membership Rolls: The Membership Chair of the Houston APMP shall record and maintain membership records, including the name, address, and place of employment of each member.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1. Regular Meetings of the Members: At least 4 meetings of the 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 3 members of the Board of Directors, or by the signatures of not less than one-fifth of the Members of the Houston 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 Houston APMP shall be posted on the Houston APMP web site at least 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 Member at the last address for such Member which is on record with the Membership Chair of the Houston APMP pursuant to Article II, Section 2.

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, no action may be taken. A majority of Members present may adjourn the meeting without further notice.

ARTICLE IV – BOARD OF DIRECTORS

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

Section 2. Number, Term, and Qualifications: The number of Directors of the Houston APMP is established at a minimum of 7 individuals. The positions must include the following, which will be known as the Officers of the Board: President, Vice President, Treasurer, and Secretary. The Board of Directors may designate other positions or committee chairs at any time. There are no term limits for Directors. Qualifications for the position of Director are not subject to these Bylaws.

Election of Directors: The Directors of the Houston APMP, on an alternating basis, shall be elected every 2 years at a regular meeting of the Members, to fill vacancies on the Board of Directors. Terms shall run for two years starting the first of the following month after the election. Directors shall be elected from among the Membership during the course of the meeting as long as each candidate shall have agreed beforehand or during that meeting to serve for the elected term. For the 2007 Election only, the President, Treasurer, Program Chair, and Communication Chair shall be elected for a one year term. The Vice-President, Secretary, Membership Chair and Web Coordinator will be elected for a two-year term. At the 2008 Election and for every two years thereafter, the President, Treasurer, Program Chair, and Communication Chair shall be elected for a two year term

Section 4. Removal: Directors may be removed from office with cause 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 3 consecutive Board of Directors meetings shall be automatically removed unless those absences are due to a medical nature or the majority of the Board sets aside the removal for other reasons.

Section 5. Resignation: Any Director may resign at any time by giving written notice to the President. 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 Houston APMP's 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 2-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 6. President: There may be a President of the Board of Directors elected by the Directors from their number at any meeting of the Board. The President shall preside at all meetings of the Board of Directors and perform such other duties as directed by the Board.

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 any reimbursement. No Director shall receive compensation for duties as a Board member of the Houston APMP.

ARTICLE V – MEETING OF DIRECTORS

Section 1. Regular Meetings: The Board of Directors may provide by resolution, the time and place, either within or without the States of North Houston and South Houston, for holding at least 4 meetings each year.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any 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 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 – POSITION DESCRIPTIONS FOR BOARD POSITIONS

Section 1. President: The President shall be the principal Executive Officer of the Houston APMP. The President shall be subject to the control of the Board of Directors and shall supervise and control the management of the Houston APMP in accordance with these Bylaws. The President shall have signature authority for all Houston APMP signoffs, except those requiring either co-signature or Board of Directors approval as indicated in these Bylaws. The President may not hold the Office of Treasurer of the Houston APMP.

Specific duties of the President shall include:

- ◆ Prepare all annual, semi-annual, and other reports required by the rules and regulations of the National APMP organization, with support from appropriate Board members
- ◆ Serve as the primary liaison to the National Board of Directors of the APMP, either directly or indirectly via the National Chapter Ombudsman.
- ◆ Establish and maintain working relationships with other Chapter Chairs and related organizations.
- ◆ Work with all other Directors to develop effective strategies to respond to membership needs and desires
- ◆ Oversee financial accounts and ensure the chapter remains fiscally solvent
- ◆ Sign all contracts with vendors (and secure second signatures as indicated in these Bylaws)

- ◆ Chair all meetings of the Board of Directors and all meetings of chapter membership
- ◆ Participate in national meetings as needed
- ◆ Establish and maintain working relationships with like organizations.

Section 2. Vice-President: The Vice-President shall in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors prescribes.

Section 3. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of Directors. Minutes distributed by the Secretary of board meetings will include the date and place of the meeting, a list of who attended, a summary of the significant discussions, and any follow-up actions required. The minutes are distributed to the Directors and a final version (approved at a regular board meeting) becomes part of the permanent record.

The secretary is also responsible for providing a synopsis of any round-table or other panel meetings for use in the Executive Summary of the Annual Report.

Section 4. Treasurer: The Treasurer is responsible for all fiscal activities of the Houston APMP chapter, including paying all received invoices, depositing all money received, preparing invoices for funds due the chapter, verifying the accuracy/validity of all transactions, and maintaining an accounting system in which all transactions are recorded and reconciled. The Treasurer will chair the Finance Committee, which will review ongoing budget operations for the chapter.

Specific tasks involved in the Treasurer's functions include the following:

- ◆ Prepare an Annual Budget – The Treasurer shall prepare an annual budget for review and approval by the Board.
- ◆ Distribute Reports – The Treasurer will provide monthly reports to the Board of Directors on the financial status of the organization, and will assist the President in preparing financial summaries for the semi-annual and annual reports required by the National APMP organization's rules and regulations.
- ◆ Maintain a Checking Bank Account – The treasurer shall maintain a non-interest-bearing checking account at an established bank. Preferably, this will be a community checking account designed for non-profit organizations with relatively low monthly balances and activity.
- ◆ Pay Bills – The Treasurer shall pay any bills for which an invoice or expense receipts are received.
- ◆ Process Received Funds – The Treasurer shall process funds received, including funds received from persons attending events periodically sponsored by Houston APMP. Other funds received include the annual rebate from the National APMP from dues of Houston APMP chapter members and any fundraising events that the Houston APMP may sponsor.

- ◆ Maintain an Accounting System – The Treasurer shall keep full and accurate accounts of the finances of the Houston APMP in books especially provided for that purpose. The Treasurer shall create a true statement of the assets and liabilities at the close of each fiscal year, as well as the results of its operation and of any changes and particulars. Such accounts will be made and filed at the registered or principal office of the Houston APMP within 1 month after the end of such fiscal year.

Section 5. Program Chair: The Program Committee shall be responsible for overseeing the on-going programs of the Houston APMP and assisting the Board of Directors in developing new programs. The Program Committee will be responsible for developing the list of annual programs offered by the chapter, securing host sites for the programs, and developing (with the Communications Committee) announcements for the programs. The Program Committee will contact and secure presenters for the programs and provide program follow-up activities as required.

Section 6. Membership Chair: The Membership Chair shall be responsible for soliciting renewals of membership and new members each year and for other membership issues, and for resolving any discrepancies with the mailing addresses provided by the National APMP organization. The Membership Chair will also provide the President with the number of members who attended programs during the fiscal year and other significant statistics for year-end reporting required by the National APMP. The Membership Chair will also coordinate all recruiting efforts of new members to the local chapter.

Section 5. Communications Chair: The Communications Committee shall prepare and provide all external and internal communications, including program announcements, press releases, chapter newsletters, and special projects. Additional responsibilities shall include maintaining an updated database of new media/calendar contacts for publishing chapter press releases and/or meeting notices, and coordinating with the Webmaster for posting such notices.

Section 6. Webmaster: The Houston chapter shall have a Webmaster Committee who will be responsible for the format and content of the Houston APMP web site. Duties shall include posting meeting announcements, summaries of previous meetings, contact information, and other information approved by the Board of Directors. The Webmaster shall also be responsible for ensuring that the Houston web site is in keeping with National APMP standards and regulations regarding the format and content.

Section 7. Other 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 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 Houston APMP, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the Houston 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 Houston APMP shall be signed by the President or the Treasurer, unless otherwise determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Houston APMP, not otherwise employed, shall be deposited from time to time to the credit of the Houston 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 Houston APMP. No Director is authorized to accept any gift on behalf of the Houston 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 to be given to any Director under the provisions of the Houston Nonprofit Corporation Act or under the provisions of the Charter of Bylaws of this Houston APMP, 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 equivalent to the giving of such notice.

Section 2. Fiscal year: Unless otherwise ordered by the Board of Directors, the fiscal year of the Houston 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 Houston APMP in all cases to which they are applicable, except as otherwise provided in these Bylaws or any special rules of order the Houston APMP may adopt.

Section 5. Maintenance of Chapter Documents and Records: All records of the Houston 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 national organization, 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 shall be constituted by the interim Board of Directors, established at the time the chapter's charter was approved. Officers and other committee positions shall be filled by these same individuals on a mutually agreed upon basis; all terms will end upon the first election held before the chapter membership. The first election shall be held in November 2000.

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

Section 7. Dissolving the Chapter: The chapter can be dissolved only by 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.