

**BYLAWS OF THE GREATER MIDWEST CHAPTER,  
ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS**

**Date: 11/10/2016**

**ARTICLE I – NAME**

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

**ARTICLE II – MEMBERSHIP IN THE Greater Midwest APMP**

**Section 1. Member Eligibility:** Membership in the Greater Midwest 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 Greater Midwest 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 Greater Midwest APMP to ensure proper distribution of dues to the Greater Midwest chapter.

**Section 2. Membership Rolls:** The Membership Chair of the Greater Midwest 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:** This chapter shall generally be run virtually without any headquarters or physical locations. There will be a minimum of eight (8) meetings held per year. Board meetings will be held in the months of June, September, January, and March. General Member's meetings will be held in the months of August, October, February, and May. Meetings shall be conducted virtually using telecons, video, or other group conferencing techniques. It is a goal of this chapter to have face-to-face General Member meetings twice during the year at an agreed to physical location. General Member's 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 Greater Midwest 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 Greater Midwest APMP shall be posted on the Greater Midwest 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 member at the last address for such member which is on record with the Membership Chair of the Greater Midwest 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, 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.

#### **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. General Powers:** The business and affairs of the Greater Midwest APMP shall be managed by the Board of Directors. The Board of Directors is made up of the following positions.

- Chapter Chair
- Chapter Vice Chair
- Treasurer
- Membership Chair
- Other positions as designated by the Board and reflected in the current year's board and responsibilities document.

With the exception of the Chapter Chair and Vice Chair, all other positions may be combined to leverage strengths and skills of individual officers, however, no more than two positions may be combined under one officer. Additionally all combinations of positions must be approved by a majority vote of the Board of Directors.

**Section 2. Composition:** The Officers of the Greater Midwest APMP and such other Director positions that may be established from time to time shall comprise the Board of Directors.

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

**Section 4. Term and Election of Directors:** Directors of the Greater Midwest APMP shall be elected annually at a regular meeting of the Board. Terms shall run on calendar years, from January through December. To maximize continuity, the Directors shall be elected in a staggered approach. This means that during one election year there will not be a full replacement of all Directors. Although the

final decision rests via vote with the Board of Directors on a year by year basis, the general approach would be as follows.

- a) Elections shall be held no later than the November by the General Member's..
- 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 Greater Midwest APMP Chapter, and agree to serve a one-year term (January 1 – December 31) if elected. The Chair nominees must have at least one year of service on the Greater Midwest APMP Chapter Board.
- d) The Vice Chair position is intended to assume the Chair position the following year (succession).
- e) 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.
- f) Elections shall be held during the November by polling the chapter membership.
- g) New board members shall serve for a one-year period. Board terms shall run January 1 to December 31.
- h) Only current APMP members affiliated with the Greater Midwest 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 Greater Midwest 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 Greater Midwest 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 area of the Greater Midwest Chapter 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.** 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.

**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 Greater Midwest APMP, and such authority may be general or confined to specific instances.

**Section 2. Loans:** No loans shall be contracted on behalf of the Greater Midwest 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 Greater Midwest 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 Greater Midwest APMP, not otherwise employed, shall be deposited from time to time to the credit of the Greater Midwest 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 Greater Midwest APMP. No Director is authorized to accept any gift on behalf of the Greater Midwest 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 Greater Midwest 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 Greater Midwest APMP in all cases to which they are applicable, except as otherwise provided in the these Bylaws or any special rules of order the Greater Midwest APMP may adopt.

**Section 5. Maintenance of Chapter Documents and Records:** All records of the Greater Midwest 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. Re-Institution of the Chapter:** The Greater Midwest APMP Chapter will be Re-constituted during the months of June-August 2008 by an interim Board of Directors, established at the time the chapter's charter is re-approved. Officer and other committee positions will be filled by these same individuals on a mutually agreed upon basis; all terms will end no later than 31 December 2008, after the first officer election that will be held after re-institution of the chapter.

These Bylaws will become effective upon approval of a majority of chapter members at the October 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.

Revision History

Date	Revision	Actions	Person
07/09/08	Basic (1 <sup>st</sup> draft)	Used the Florida APMP Chapter By-Laws as a template and created the Greater Midwest By-Laws. This was a draft for review by the interim board.	Michael Green (Interim Chair – Greater Midwest Chapter).
07/22/08	A	Updated based upon recommendations from J. Waldie (Central Region Director). Added date/revision, history table and minor updates (see original change bars).	Michael Green (Interim Chair – Greater Midwest Chapter).
11/10/16		Updated to include Vice Chair position and modify board election process	Bruce Farrell – Chapter Chair