



BYLAWS OF THE NOR'EASTERS CHAPTER, ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS

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ARTICLE I – NAME

This chapter shall be known as Nor'easters Chapter of the Association of Proposal Management Professionals, hereafter referred to as APMP Nor'easters.

ARTICLE II – MEMBERSHIP IN THE APMP NOR'EASTERS

Section 1. Member Eligibility: Membership in APMP Nor'easters 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 APMP Nor'easters local chapter. To ensure proper distribution of dues to the local chapter, each member shall be responsible for alerting the national chapter that he or she is a member of APMP Nor'easters.

Section 2. Membership Rolls: The Membership Chair of the APMP Nor'easters shall record and maintain membership records, including the name, work or home address, place of employment and reliable email address of each member. Members are responsible for ensuring that their membership information remains current and working.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1. Regular Meetings of the Members: At least four (4) meetings of the Membership shall be held each year. Time and place of each meeting will be specified in advance by the Board of Directors. These meetings may take the form of workshops, programs, seminars, or other educational forums of a live or online/teleconference nature.



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 APMP Nor'easters 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 APMP Nor'easters shall be posted on the APMP Nor'easters 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 emailed (hard-copy mailing may be used at the discretion of the Board of Directors) to each Member at the last address for such Member which is on record with the Membership Chair of APMP Nor'easters pursuant to Article II, Section 2.

Section 4. Quorum: The Members equivalent to at least 15 percent 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 APMP Nor'easters shall be managed by the Board of Directors.

Section 2. Number, Term, and Qualifications: The number of Directors of the APMP Nor'easters is established at a minimum of six (6) individuals. The positions must include the following, which will be known as the Officers of the Board: President, Treasurer, Secretary, Membership, Programs, Website/Publicity, Sponsorship and Symposium. An individual may hold up to two positions, with the exception of President and Treasurer. The Board of Directors may designate other positions or committee chairs at any time. The term of office is two (2) years. There are no term limits for Directors. Qualifications for the position of Director are not subject to these Bylaws.

Section 3. Election of Directors: Beginning in November 2006, Directors of the APMP Nor'easters shall be elected every two (2) years at a regular meeting of the Members, to fill vacancies on the Board of Directors. Terms shall run on calendar years, from January through December. Directors shall be elected from among the Membership during the course of the meeting, provided that a quorum is present and each candidate shall have agreed beforehand or during that meeting to serve for the elected term. The sitting Board of Directors, excepting those persons in positions up for election, shall as a group have the authority to decide the outcome of any election for Director positions.

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 three (3)



consecutive Board of Directors meetings may be removed from office if, within one (1) month after the third absence, a majority of the remaining Board members elects removal.

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 APMP Nor'easters 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 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.

Section 6. President: The President of the Board of Directors is the chief administrator and manager of APMP Nor'easters chapter operation. The President shall organize and moderate all meetings of the Board of Directors and the chapter, and may perform such other duties as required or determined by the President.

Section 7. Compensation: Individuals serve on the Board of Directors on a volunteer basis and are not eligible for compensation for performing the main and ancillary duties of their positions as Directors. The Board of Directors may, in advance, approve the compensation of *expenses* incurred by the Directors—such as travel, room and board, etc.—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.

ARTICLE V – MEETING OF DIRECTORS

Section 1. Regular Meetings: The Board of Directors shall hold at least four (4) regular meetings each year. Such meetings may be in person, teleconference, or videoconference.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President 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 2 days before the meeting, give notice thereof to the Board 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 (President of the Board of Directors) shall be the principal Executive Officer of the APMP Nor'easters. The President shall be subject to the control of the Board of Directors and shall supervise and control the management of the APMP Nor'easters in accordance with these Bylaws. The President shall have signature authority for all APMP Nor'easters 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 APMP Nor'easters.

Specific duties of the President shall include:

- Provide the vision and direction for the local chapter
- Take general charge, supervision, and authority over the property, affairs and business of the chapter and its officers
- Conduct monthly officer meetings. Initiate the meeting agendas; establish and communicate the meeting location and time; ensure all officers and committees routinely report on activities; track action items from each meeting
- Prepare chapter business announcements for each chapter meeting including introducing new members, announcing upcoming events, and conducting special recognition
- Ensure that all important events and association business are reported to chapter members
- Maintain co-signature check signing responsibility with Treasurer and serve in his/her absence to ensure bills are promptly paid
- Serve as a point of contact with other regional chapters, regional directors and the national association for chapter communication and co-sponsored events

Section 2. 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.

Specific duties of the Secretary shall include:

- Provide minutes of officer meetings to the chapter chairs / APMP international BOD



- Provide minutes of chapter meetings to chapter members
- Supply and collect sign-in sheet for chapter meetings
- Provide the officers and the international organization with a semi-annual / annual report and list of meeting attendees for affiliation credits

Section 3. Treasurer: The Treasurer is responsible for all fiscal activities of APMP Nor'easters, 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, if one is established by consent of the Board of Directors and the APMP Nor'easters membership, which will review ongoing budget operations for the chapter.

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

- Maintain all financial records for chapter
- Prepare and deliver financial reports quarterly to the officers
- Review bills for accuracy and pay bills in a timely manner
- Reimburse officers/chapter members for expenses such as supplies, printing, etc.
- Coordinate with Membership chair(s) to ensure membership status of meeting attendees

Section 4. 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.

Specific duties of the Membership Chair shall include:

- Encourage and promote membership in the chapter and APMP at various chapter activities
- Provide marketing and membership information to potential new members
- Maintain and update the chapter roster of all current members
- Coordinate membership rosters with the international organization each month
- Provide an up-to-date membership mailing list to officers or fulfillment personnel on a recurring basis for mailings such as the e-newsletter, special invitations, etc., as well as for chapter web site library access
- Send (or cause to be sent) an individual welcoming message to each new member. Provide new member list to the President to ensure that new members are especially welcomed and identified at the first chapter meeting they attend
- Coordinate activities with other officers to ensure retention of existing members and promotion of new membership



Section 5. Program Chair: The Program Chair shall be responsible for overseeing the on-going programs of the APMP Nor'easters 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.

Specific duties of the Program Chair shall include:

- Plan, create and coordinate programs for chapter meetings and special events, including identifying speakers, meeting locations, presentations and workshops
- Collect biographical information for speaker introductions and description of presentation(s) for meeting announcements
- Ensure speakers are notified of time and location of event and send them directions if required
- Communicate upcoming events to the membership through e-mail announcements, newsletter and website
- Work with the President and Membership Chair(s) to encourage interaction with other associations and coordinate co-sponsored events

Section 6. Website/Publicity Chair: APMP Nor'easters shall have a Website/Publicity Chair who will be responsible for the format and content of the APMP Nor'easters web site. Duties shall include posting meeting announcements, summaries of previous meetings, contact information, and other information approved by the Board of Directors. The Website/Publicity Chair shall also be responsible for ensuring that the web site is in keeping with National APMP standards and regulations regarding the format and content.

The Website/Publicity Chair shall also 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.

Specific duties of the Website/Publicity Chair shall include:

- Maintain chapter website
- Build photo library of meetings & events for use on web site and in print/electronic materials
- Develop (in association with Membership Chair[s]) chapter marketing messages and materials
- Submit chapter news for inclusion in APMP communication vehicles (APMP.org, The Perspective)
- Edit, produce and distribute the chapter's electronic newsletter The Beacon
- Archive (online) previous chapter meeting minutes, presentations, newsletters and articles



- Manage membership access to online materials library
- Submit all web site maintenance invoices (annual domain name registration fee, monthly hosting fee, etc.) to Treasurer for payment

Section 7. Sponsorship Chair: APMP Nor'easters shall have a Sponsorship Chair responsible for ensuring positive, mutually beneficial relationships between chapter sponsors, the chapter, and the membership. Duties shall include conducting regular meetings or briefings with sponsors to exchange ideas; share news, trends, concerns and opportunities; and ensure that sponsors are taking full advantage of their sponsorship package benefits. Additional responsibilities shall include calling for and conducting a special "strategy meeting" 3-6 months in advance of the Chapter's annual symposium, seeking to elevate current sponsors to higher-level sponsorship opportunities, reviewing sponsorship levels annually to ensure that sponsorship offerings match needs. The Sponsorship Chair will also target a set number of companies (to be determined annually in consultation with the full Board of Directors) to approach for sponsorship. With the full Board of Directors, the Sponsorship Chair will develop the strategy for bringing on new sponsors. The Sponsorship Chair will also communicate with other APMP chapters to share ideas on sponsorship programs.

Section 8. Symposium Chair: APMP Nor'easters shall have a Symposium Chair responsible for leading the Board of Directors in all activities related to an annual symposium (full-day or multi-day), including discussions of conference theme, venue, speaker identification/selection, abstracts/presentations review and symposium-day activities. The Symposium Chair will ensure a positive, professional and beneficial annual symposium event that advances the knowledge and networking opportunities of APMP Nor'easter members. The individual in this role will be responsible for working with the APMP Nor'easters Sponsorship Chair to ensure the sponsor-friendliness of the symposium. Duties will also include developing timelines, role descriptions for Board members, contact sheets, and other materials needed to plan and execute symposium preparation. Additional responsibilities include working with the symposium venue to arrange facilities, event dates, infrastructure, room accommodations and other symposium-site matters. The Symposium Chair is also expected to communicate with other APMP chapters to share ideas on symposium activities.

Section 9. 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 APMP Nor'easters, and such authority may be general or confined to specific instances.



Section 2. Loans: No loans shall be contracted on behalf of APMP Nor'easters 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 APMP Nor'easters 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 APMP Nor'easters, not otherwise employed, shall be deposited from time to time to the credit of the APMP Nor'easters, 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 APMP Nor'easters. No Director is authorized to accept any gift on behalf of APMP Nor'easters 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 equivalent to the giving of such notice.

Section 2. Fiscal year: Unless otherwise ordered by the Board of Directors, the fiscal year of the APMP Nor'easters 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 APMP Nor'easters in all cases to which they are applicable, except as otherwise provided in these Bylaws or any special rules of order APMP Nor'easters may adopt.

Section 5. Maintenance of Chapter Documents and Records: All records of APMP Nor'easters 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. 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.