

BYLAWS OF THE CAROLINA CHAPTER, ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS

ARTICLE I – NAME

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

ARTICLE II – MEMBERSHIP IN THE CAROLINA APMP

Section 1. Member Eligibility: Membership in the Carolina 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 Carolina APMP local chapter. Each member shall be responsible for alerting the national chapter that they are a member of the Carolina APMP to ensure proper distribution of dues to the local chapter.

Section 2. Membership Rolls: The Membership Chair of the Carolina 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 Carolina 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 Carolina APMP shall be posted on the Carolina 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 Carolina 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 Carolina APMP shall be managed by the Board of Directors.

Section 2. Number of Positions: The number of Directors of the Carolina APMP is established at a minimum of 7 individuals. The positions include, but are not limited to the following: Chair, Vice Chair, Treasurer, and Secretary, Program Chair, Membership Chair, Communications Chair, Webmaster. The Board of Directors may designate other positions or committee chairs at any time.

Section 3. Term and Election of Directors: Directors of the Carolina APMP shall be elected every 2 years at a regular meeting of the Members. Terms shall run on calendar years, from January through December.

Section 3.1. Election and Confirmation of Chair (C) and Vice Chair (VC): Because of their importance to the future health of the chapter, the C and VC shall be nominated and elected through a formal process as follows:

- a) Elections shall be held at a September board meeting. A quorum must be present.
- b) For C and VC, nominations shall be open for a 2-week period at least 1 week prior to the election. Nominations will be closed no later than 1-week prior to the election.
- c) Board members may nominate other individuals or themselves for the positions of C or VC. It is recommended that nominees have at least 1 year of current board service.
- d) The Secretary shall receive nominations in written form (email or hardcopy). The secretary shall not disclose nominees or nominators until presented at the September Board meeting.
- e) When an individual is nominated by another party, the Secretary shall contact the nominee to receive confirmation that the person is willing to serve if elected.
- f) At least 1 week prior to the election, the Secretary shall present the list of willing nominees to board members.
- g) If there are no nominees for C, the current holder of that position shall serve as interim until a willing nominee is presented and confirmed or the chapter is dissolved. Nominees shall be sought from the general membership if necessary. If there are no nominees for VC, the position shall remain vacant until a willing nominee is presented and confirmed.
- h) Elections shall be held during a board meeting with quorum. If there is only one nominee for a position, that person shall be confirmed by a simple majority "yeas" and "nays." Otherwise, prior to the casting of ballots, each nominee will have up to 5 minutes to state why he/she should be elected. After all nominees who so desire have spoken, elections shall be held by secret ballot presented to the Secretary. (The Secretary should vote prior to viewing the ballots).
- i) The elected persons shall be confirmed by majority "yeas" and "nays" at the next meeting of the general membership and begin serving on January 1 as specified in the by-laws or at a time agreed upon by the board. If the confirmation fails, the election process shall begin again.

Section 3.2. Election and Confirmation of Other Directors: The Board of Directors shall consist of the following positions:

- Chair
- Vice Chair
- Treasurer
- Secretary
- Membership Chair
- Communications Chair
- Program Chair
- WebMaster
- And up to 4 additional "At-Large" Board members

a) For board positions other than C or VC, volunteers and nominees shall be made and sought from the general membership. Nominees must agree to serve before they may be elected or confirmed.

b) Single volunteers or nominees are confirmed by majority "yeas" and "nays" at the September board meeting, as long as there is a quorum present. If two or more nominees or volunteers exist for a position, elections shall be held by secret ballot as for the C and VC described above (Section 1.g). It is recommended that losing contestants be considered for other vacant board positions, if willing.

c) New board members shall serve for a two-year period with ½ of the members elected/re-elected each year. Board terms shall run January 1 to December 31. Board members shall be confirmed by majority "yeas" and "nays" at the next meeting of the general membership. If confirmation fails, the election process shall begin again.

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 Carolina 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 Carolina 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 Carolina and South Carolina, 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. Chair: The Chair is the principal Executive Officer of the Carolina APMP, and subject to the control of the Board of Directors, shall supervise and control the management of the Carolina APMP in accordance with these Bylaws. The Chair shall prepare all annual, semi-annual, and other reports required by the rules and regulations of the National APMP organization. The Chair shall have signature authority for all Carolina APMP signoffs, except those requiring either co-signature or Board of Directors approval as indicated in these Bylaws.

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

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- posted on the Chapter website.

Section 4. Treasurer: The Treasurer is responsible for all fiscal activities of the Carolina 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 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.

Section 5. Program Chair: The Program Chair will be responsible for developing the list of annual programs offered by the chapter, securing host sites for the programs, and developing announcements for the programs. The Program Chair will contact and secure presenters for the programs.

Section 6. Membership Chair: The Membership Chair is responsible for maintaining an accurate and up-to-date database of all members of the Carolina APMP. The membership chair will provide the President with the number of members who attended programs during the fiscal year for any year-end reporting required by National. The membership chair will also coordinate all recruiting efforts of new members to the local chapter.

Section 5. Communications/Publications Chair: The Publications Chair is responsible for all communication media, including but not limited to press releases, program announcements, chapter newsletter (electronic and/or hard copy) and any as needed special projects. Additional responsibilities include maintaining an updated database of news media/calendar contacts for publishing Carolina-APMP press releases and/or meeting notices.

Section 6. Webmaster: The Webmaster will be responsible for format and content of the Carolina APMP 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.

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 Carolina APMP, and such authority may be general or confined to specific instances.

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

Section 5. Maintenance of Chapter Documents and Records: All records of the Carolina 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.