

**BYLAWS OF THE FLORIDA SUNSHINE CHAPTER,  
ASSOCIATION OF PROPOSAL MANAGEMENT PROFESSIONALS**

**ARTICLE I – NAME**

This organization shall be known as the **Florida Sunshine Chapter of the Association of Proposal Management Professionals (APMP®)**<sup>1</sup>, hereafter referred to as the **Florida APMP**.

**ARTICLE II – MEMBERSHIP IN THE Florida APMP**

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

**Section 2. Membership Rolls:** The Membership Chair of the Florida 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:** At least four (4) meetings of the general 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 three (3) members of the Board of Directors or by the signatures of not less than one-fifth of the members of the Florida 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 Florida APMP shall be posted on the Florida 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

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<sup>1</sup> APMP is a registered trademark of the Association of Proposal Management Professionals as used throughout this document.

address for such member which is on record with the Membership Chair of the Florida 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 Florida APMP shall be managed by the Board of Directors.

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

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

**Section 4. Term and Election of Directors:** Directors of the Florida APMP shall be elected annually. Terms shall run on a calendar year, from January through December.

- a. Director nominations will be announced at the November board meeting.
- b. There shall be no limit to the number of terms a Director can serve, either consecutively or cumulatively.
- c. All Director nominees shall be current APMP members, be affiliated with the Florida APMP Chapter, and agree to serve a one-year term (January 1 – December 31) if elected. Starting with the calendar year 2009, it shall be required that Chair nominees have at least one year of service on the Florida APMP Chapter Board.
- d. The Chapter Co-chair will coordinate Director elections. Director nominees shall be made and sought from the general membership and the Board. The Chapter Co-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 qualified and willing nominees to the Board members at the November Board meeting.
- e. If there is only one nominee for a board position, that person shall be deemed elected. For any director position with more than one nominee, the Chapter Co-

Chair will coordinate a regular election by distributing the nominee names and background information for consideration and a vote by the Chapter's general membership. Only current APMP members affiliated with the Florida APMP Chapter may vote. The nominee with a simple majority of the votes received will be elected. The election will be completed before the December meeting of the Chapter's general membership, and the election results (for contested and uncontested positions) announced at that meeting.

f. New board members shall serve for a one-year period. Board terms shall run January 1 to December 31.

g. If there are no nominees for a Director position for the regular election, the Board shall designate the position vacant or appoint one of the Directors to serve as the acting officer for that position. Then if a nominee (or nominees) is subsequently identified for the position, the Chapter will hold a special election, scheduled and coordinated by the Chapter Co-chair, to permanently fill the Director position in question. If one nominee is identified, that person will be deemed elected. If that Director position is contested, the names and background information of the candidates will be distributed to the Chapter's general membership for a vote. Only current APMP members affiliated with the Florida APMP Chapter may vote. The nominee with a simple majority of votes received will be elected. The elected Director will serve in that position for the remainder of the current Board's term.

**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 in the resignation notice. 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 Florida APMP 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 Board's 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 Florida 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 State of Florida 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.** The following will be the core positions of the Board of Directors. 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.

- Chapter Chair
- Chapter Co-Chair
- Treasurer
- Secretary
- Programs Chair
- Publicity/Promotion Chair
- Membership Chair

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

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

**Section 5. Maintenance of Chapter Documents and Records:** All records of the Florida 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. Start-up of the Chapter:** The original Board of Directors will be constituted by the interim Board of Directors, established at the time the chapter's charter is approved. Officer and other committee positions will be filled

by these same individuals on a mutually agreed upon basis; all terms will end on 31 December 2007, after the first officer election that will be held after chartering.

These Bylaws will become effective upon approval of a majority of chapter members at the December 2007 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.