



APMPUK Bylaws
Compliments Main Board Bylaws 15
12 September 2018

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1. RELATIONSHIP WITH THE MAIN BOARD

- 1.1. The APMPUK Chapter (“Chapter”) is an organisation established within the umbrella of the international organisation for the Association of Proposal Management Professionals ‘APMP’, known herein as the (“Association”). The Association has a Board of Directors that operates in accordance with the Association’s bylaws, practices, provisions and other guiding documents.
- 1.2. The Board of the Chapter is an independent group organised as required to meet the needs of the Chapter and to comply with UK laws and commercial practices.
- 1.3. The Board of the Chapter reports to the Association’s Main Board and shall comply with all requirements defined by the Association’s Main Board as applicable to the UK context.

2. ARTICLE I OFFICES

- 2.1. **Business Offices.** APMPUK does not have formal offices.
- 2.2. **Registered Office.** APMPUK’s registered office is at: 32 Valley Crescent, Wokingham RG41 1NP. The registered office may be changed from time to time by the Board of Directors.

3. ARTICLE II MEMBERS

- 3.1. The Chapter shall have members.
- 3.2. Any person or group of individuals may become a member of the Association upon meeting the qualifications for membership as specified below.
- 3.3. There shall be four categories of members:
 - a. Individual
 - b. Corporate (group membership package)
 - c. Student
 - d. Retiree.
- 3.4. Membership dues for each category of membership and the qualification for membership shall be established by the Association’s Board of Directors.
- 3.5. Any person or group shall qualify and become a member of the Association upon payment of the membership dues for the appropriate membership category. Each member or group shall remain a member in good standing for as long as the member or group pays the annual membership dues and meets all other qualifications for membership.
- 3.6. Members in good standing shall receive publications and reports of the Association (either free or at membership discount).
- 3.7. Members in good standing shall have the right to place their names in nomination to serve on the Association’s Board of Directors where a vacancy exists.

4. ARTICLE III UK BOARD OF DIRECTORS

- 4.1. **General Powers.** The affairs of the Chapter shall be managed by its Board of Directors.
- 4.2. **Number, Tenure and Qualifications.** The number of Directors shall not be less than three or more than fifteen as determined by resolution of the Board of Directors. Each Director shall hold office until a successor has been selected and qualified. A term of office is defined as two years. Special exceptions may be provided for any Board position based on the needs of the Chapter as determined by its Board. A Director can serve a maximum of seven consecutive years. A Director cannot start a term of office where he/she will exceed the seven consecutive years of service on the Board.
- 4.3. In addition, the Board of Directors may elect any number of retiring members as Director-Emeritus. The qualifications for such positions shall be determined by the Board of Directors. A person holding this position shall have all the rights and privileges of a member of the Board of Directors, except the right to vote, and is invited to attend each Board meeting.
- 4.4. The Board of Directors may at its discretion invite Association Directors or Staff to participate in Board activities and meetings with all rights and privileges of a member of the Board of Directors, except the right to vote.
- 4.5. **Regular Meetings.** Quarterly meetings of the Board of Directors shall be held 'in-person' at a venue determined by the Chapter Chair in agreement with the Board of Directors. In addition, regular intervening Board meetings shall be held remotely via a webinar (or similar) as shall be determined by the Board of Directors.
- 4.6. **Special Meetings.** Special meetings of the Board of Directors (or a sub-set of the Board) may be called by or at the request of the Chapter Chair or any two Directors. The person or persons authorised to call special meetings of the Board of Directors may set any place as the place for holding any special meeting of the Board of Directors called by them.
- 4.7. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days previously in person, by mail or by electronic notice to each Director at the address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these.
- 4.8. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 4.9. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may cast their votes at a meeting where they are physically present. They may also vote telephonically or by proxy.

- 4.10. **Executive Committee.** The Executive Committee shall be formed of the Chapter Chair, Chapter Vice Chair, Chapter Past Chair, Treasurer and other Directors at the discretion of the Executive Committee. The Executive Committee is empowered to make decisions on urgent matters on behalf of the Board of Directors and shall ratify such decisions with the Board of Directors at the next Board meeting. Members of the Executive Committee shall possess individual voting rights and shall provide governance to the Board of Directors.
- 4.11. **Vacancies.** Vacancies occurring in the Board of Directors shall be filled by inviting applications from members in good standing affiliated to the Chapter. Applicants shall be assessed by the Executive Committee and, where appropriate, the departing Director. Where no suitable applications are received, then the Executive Committee reserves the right to a) repeat the recruitment process; b) re-organise the Board of Directors; or c) directly appoint a suitably qualified and experienced member of good standing affiliated to the Chapter at its discretion. A Director elected to fill a vacancy shall serve until the next selection process. Exceptions are the Chapter Chair (see 5.1.2 below), Chapter Vice Chair (see 5.1.2 below), Chapter Past Chair (see 5.1.1 below), and Treasurer. The Treasurer shall be selected by the Executive Committee and ratified by the Board of Directors. Candidates for the Treasurer position shall be sourced from the Chapter's Board of Directors or a suitably qualified and experienced member in good standing affiliated to the Chapter at the Executive Committee's discretion.
- 4.12. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses for attendance, if any, may be allowed for attendance at regular or special meetings of the Board, or to events, or when otherwise acting on behalf of the Board of Directors, so long as such recompense shall be in accordance with the published Expenses Policy; but nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore providing such financial benefit, whether direct or indirect, shall comply with the Conflict Of Interest policy.
- 4.13. **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

5. ARTICLE IV OFFICERS

- 5.1. **Election and Tenure of Voting Members of the Board of Directors.** The Members of the Board of Directors shall elect a Chapter Chair and a Chapter Vice Chair.
- 5.1.1. The Chapter Chair shall serve for a period of one year following which the Chapter Chair shall immediately and automatically become the Chapter Past Chair for a period of one year. The Chapter Past Chair shall be a voting member of the Board of Directors.

- 5.1.2. The Chapter Vice Chair shall automatically become the Chapter Chair immediately after the incumbent Chapter Chair's term expires. The Chapter Vice Chair shall be elected from the Chapter's serving Board of Directors. Where no eligible candidate applies to be elected then the Executive committee may at its discretion extend the term of the Chapter Chair or seek candidates from members in good standing who have served on the Board of Directors for a minimum of one year in the preceding four years.
- 5.1.3. The Members of the Board of Directors shall elect or co-opt other Directors. Director positions are minimum two year terms and shall be staggered where possible, so that their terms do not all expire in the same year. The Board of Directors may also elect or appoint members of the Board of Directors, Legal Counsel, or other Officers and Assistant Officers as may be determined by the Board of Directors. The Board of Directors may delegate to any such Officers the power to appoint or remove subordinate Officers, Agents, or Employees. Each Officer so elected or appointed shall continue in office until his/her successor shall be elected or appointed and shall qualify or until his/her earlier death, resignation, or removal. Regardless of the number of Board positions held by one person, that person shall have only one vote.
- 5.2. **Appointment and Tenure of Non-Voting Members of the Board of Directors.** The voting members of the Board of Directors may appoint non-voting Members of the Board. These Members, who report to the Chapter Vice Chair, serve for terms determined by the voting Members of the Board. Each Member so appointed shall continue in office until his/her successor shall be appointed or until his/her earlier death, resignation or removal.
- 5.3. **Resignation and Removal.** Any Officer may resign at any time by giving written notice thereof to the Chapter Chair. Such resignation shall take effect on the date specified therein, and no acceptance of the same shall be necessary to render the same effective. A Director may be removed from office upon missing a total of two consecutive Board of Directors meetings in a calendar year. Any Officer may at any time be removed by the affirmative vote of a majority of the number of Directors determined by resolution of the Board of Directors, as specified in Section 4.2 of ARTICLE II MEMBERS of these Bylaws. Written notification of removal from office will be sent by the Chapter Chair on behalf of the Board.
- 5.4. **Chapter Chair of the Board.** The Chapter Chair shall have general charge, supervision, and authority over the property, affairs, and business of the Chapter and over its officers, subject, however, to the control of the Board of Directors. She/he shall, when present, preside at all meetings of the Board of Directors. She/he shall have authority to cause the employment or appointment of such employees and agents of the Chapter (other than officers or agents elected or appointed by the Board) as the conduct of the business of the Association may require, and to fix their compensation, to remove or suspend any employee or agent who shall not have been appointed by the Board, and in general shall perform all duties incident to the office of Chapter Chair and such other duties as from time to time may be assigned to him/her by the Board of Directors, or as prescribed herein.
- 5.5. **Chapter Vice Chair of the Board.** At the request of the Chapter Chair, or in his/her absence or disability, the Chapter Vice Chair shall perform all the duties of the Chapter Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chapter Chair. She/he shall also have responsibility for Strategic Planning and for assisting and working with other members of the Board of Directors.

- 5.6. **Treasurer.** The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him/her by the Chapter Chair. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including without limitation, the duty and power to report on and be knowledgeable for all funds of the Chapter, including depositories selected in accordance with these Bylaws, disburse such funds as ordered by the Chapter Chair, making proper accounts thereof, and shall render as required by the Chapter Chair statements of all such transactions as Treasurer and of the financial condition of the Chapter. The Treasurer shall work with the Chapter Chair and the Accountant to report on the financial health of the Chapter.

6. ARTICLE V COMMITTEES

- 6.1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Chapter, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Chapter; authorising the sale, lease exchange, or mortgage of all or substantially all of the property and assets of the Chapter; authorising the voluntary dissolution of the Chapter or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Chapter; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.
- 6.2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chapter Chair of the Association shall appoint the members of each Committee. Any member thereof may be removed by the person or persons authorised to appoint such members whenever, in their judgment, the best interests of the Chapter shall be served by such removal.
- 6.3. **Term of Office.** Each member of a committee shall continue as such until the next selection of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 6.4. **Chair.** One member of each committee shall be appointed Chair by the person or persons authorised to appoint the members thereof.
- 6.5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

- 6.6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 6.7. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

7. ARTICLE VI INDEMNIFICATION

- 7.1. **Third Party and Derivative Actions.** The Chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative (including an action by or in the right of the Chapter), by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Chapter, or is or was serving at the request of the Chapter as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against reasonable expenses (including legal fees), judgments, fines, and amounts paid or necessarily incurred in settlement or otherwise, by him/her in connection with such action, suit, or proceeding, except in relation to matters as to which any such Director, officer, agent, employee, or person serving at the Association's request, or former Director, officer, agent, employee, or person serving at the Association's request shall be adjudged in such action, suit, or proceeding to be liable for wilful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive of any other rights to which the Director, officer, agent, employee, or other person serving at the Association's request is entitled to under any agreement, or otherwise.
- 7.2. **Determination.** Any indemnification under Section 7.1 of this ARTICLE VI INDEMNIFICATION (unless ordered by a court) shall be made by the Association only as authorised in the specific case upon a determination that indemnification of the Director, Officer, Employee, Agent, or person serving at the Association's request is proper in the circumstances because he/her has met the applicable standard of conduct set forth in Section 7.1 of this ARTICLE VI INDEMNIFICATION. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or, (b) if such a quorum is not obtainable, or even if obtainable, a quorum of the disinterested Directors so directs, by independent legal counsel in a written opinion; provided, however, that if a Director, Officer, Employee, or Agent of the Association, or person serving at the Association's request has been successful on the merits or otherwise in defence of any action, suit, or proceeding referred to in Section 7.1 of this ARTICLE VI INDEMNIFICATION or in defence of any claim, issue, or matter therein, he/she shall automatically be indemnified against expenses (including legal fees) actually and necessarily incurred by him/her in connection therewith without the necessity of any such determination that he/she has met the applicable standard of conduct set forth in Section 7.1 of this ARTICLE VI INDEMNIFICATION.

- 7.3. **Payment in Advance.** Expenses incurred in defending a civil action, suit, or proceeding may be paid by the Chapter in advance of the final disposition of such action, suit, or proceeding as authorised by the Board of Directors as provided in Section 7.2 of this ARTICLE VI INDEMNIFICATION upon receipt of an undertaking by or on behalf of the Director, Officer, Employee, Agent, or person serving at the Chapter's request to repay such amount if and when it should ultimately be determined that he/she is not entitled to be indemnified by the Association as authorised in this ARTICLE VI INDEMNIFICATION.
- 7.4. **Insurance.** The Board of Directors may exercise the Chapter's power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability hereunder or otherwise.
- 7.5. **Other Coverage.** The indemnification provided by this ARTICLE VI INDEMNIFICATION shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Association's Articles of Incorporation, these Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, Agent, or one serving at the Association's request and shall inure to the benefit of the heirs and personal representatives of such a person.

8. ARTICLE VII CONTRACTS, CHEQUES, DEPOSITS, AND FUNDS

- 8.1. **Contracts.** The Board of Directors may authorise any officer or officers, agent or agents of the Association, in addition to the officers so authorised by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- 8.2. **Cheques, Drafts, etc.** All cheques, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Chapter, shall be signed by the Treasurer of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 8.3. **Deposits.** All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.
- 8.4. **Gifts.** The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Chapter.

9. **ARTICLE VIII BOOKS AND RECORDS**

- 9.1. The Chapter shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

10. **ARTICLE IX CORPORATE SEAL**

- 10.1. The corporate seal of any Limited Company formed at the request of the Board shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Secretary for the authentication of contracts or other papers requiring the seal.

11. **ARTICLE XI AMENDMENTS TO BYLAWS**

- 11.1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.