Table of Contents

Section I: Introduction, Scope, Vision ................................................................. 4
  Introduction ........................................................................................................ 4
    Scope ............................................................................................................... 4
    Vision ............................................................................................................ 4
  A. Structure ........................................................................................................ 4
  B. Chapter Officers ........................................................................................... 4
  C. Members ........................................................................................................ 5
A. OFFICERS OF THE CHAPTER ........................................................................ 5
B. Officer Responsibilities .................................................................................... 5
  1. The President ................................................................................................ 5
  2. The Vice President of Membership ............................................................. 6
  3. The Vice President of Marketing & Communications .................................. 6
  4. The Vice President of Programs (and educational services) ........................ 7
  5. The Vice President of Finance ..................................................................... 8
  6. Vice President of Chapter Services .............................................................. 8
  7. Officer Transition ........................................................................................ 9
C. TERM OF OFFICE .......................................................................................... 10
D. CALENDAR TERM ........................................................................................ 10
E. REMOVAL FROM OFFICE ............................................................................. 10
F. VACANCY OF OFFICER'S UNEXPIRED TERM .......................................... 10
G. OFFICER POSITION CHANGES ................................................................ 11

Section IV: ELECTION OF THE OFFICERS ....................................................... 11
  A. ELIGIBILITY TO BE AN OFFICER ............................................................... 11
  B. NOMINATIONS ............................................................................................ 11
  C. BALLOTING and election ............................................................................ 12

Section V: INDEMNIFICATION OF DIRECTORS AND OFFICERS .................. 12
  A. RIGHT TO INDEMNIFICATION ................................................................ 12
  B. NON-EXCLUSIVITY ................................................................................... 13
  C. INSURANCE ................................................................................................. 13

Section VI: Officers Operations ......................................................................... 13
  A. Officers Meetings ......................................................................................... 13
Section I: Introduction, Scope, Vision

Introduction

This document contains the bylaws that are used to operate the ________ Chapter (hereinafter referred to as Chapter or Board) of the Association of Business Process Management Professionals (ABPMP). Each board member must use this information in conducting the business of the Chapter in his/her respective positions. It is intended to provide the background information new board members need to serve as a board member and to highlight changes that have occurred to the bylaws during the existence of the Chapter. The Chapter shall abide by pertinent International ABPMP (hereinafter referred to as ABPMP) bylaws requirements.

Scope

The Association of Business Process Management Professionals (ABPMP) is a non-profit, vendor-independent, professional organization dedicated to the advancement of business process management (BPM) concepts and its practices. ABPMP is practitioner-oriented and practitioner-led. This ________ Chapter was created to support ABPMP in the advancement of BPM.

Vision

The ________ Chapter will support ABPMP’s vision of being the premier organization for business process management professionals. ABPMP is the most authoritative source for information on BPM. ABPMP defines the discipline and practice of BPM. Membership in the ABPMP is acknowledged as a de facto requirement for all professionals in the discipline. ABPMP recognizes, acknowledges and honors those who make outstanding contributions to the discipline.

A. Structure

The ________ Chapter of the ABPMP is composed of the following bodies:

1. Chapter Officers
2. The Membership

B. Chapter Officers

The ________ Chapter shall have the following officers:

- President
- Vice President of Programs
- Vice President of Finance
The Chapter shall consist of a President and Board of Officers and shall not be used for the promotion of candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise.

C. Members

Members may serve the organization in several ways. They may serve as appointed members or heads of committees on both the local and International levels.

Membership is defined in Section VII.

A. OFFICERS OF THE CHAPTER

All Officers of ABPMP must sign and adhere to the ABPMP Code of Ethics. Each member of the board must remain a member in good standing of the ABPMP throughout his or her term of office.

B. Officer Responsibilities

1. The President

The President is responsible for providing leadership and direction. The President is the general representative to outside groups and bears final accountability for the health and wellbeing of the Chapter. He/she is responsible for building and maintaining relationships with vendors and other organizations in the BPM space, for example: Standards groups, training firms, and vendors of tools for modeling, repository management, workflow, BPMS, performance analysis, etc.

Duties:

- Convene and preside at Officers meetings.
- Convene and preside at Chapter meetings.
- Appoint another board member to convene and preside at Chapter meetings when the President is unable to fulfill such duties.
- Provide leadership and long term direction.
- Maintain and present the Chapter’s Strategic Business Plan; present annual status and goals report to membership.
- Assign tasks and responsibilities to Officers and committees.
- Audit financial records for completeness and accuracy.
• Represent ABPMP and Chapter to external organizations.

• Serve as the primary contact with the ABPMP and Chapter legal counsel.

• Vote at Officer's meetings only in case of a tie among the other eligible Board Members.

• Promote relationships with other professional societies, with software and services vendors, and with meeting speakers and attendees.

Notify dissolution to VP (Chapter Services)

• Sign and adhere to the ABPMP Code of Ethics.

2. The Vice President of Membership

The Vice President of Membership is responsible for developing, providing, coordinating, and maintaining the Chapter member services.

Duties:

• Administer member services and benefits.

• Determine eligibility for membership classes and benefits based on information provided on membership applications.

• Plan and package overall services and benefits.

• With the Vice President of Marketing and Communications, manage the Membership Directory/Database.

• Act as an advocate for individual members to the Board.

• Attend Officers meetings and provide status updates.

• Vote at Officers meetings.

• Promote relationships with meeting speakers and attendees as well as prospective members.

• Sign and adhere to the ABPMP Code of Ethics.

3. The Vice President of Marketing & Communications

The Vice President Marketing & Communications is responsible for managing the association’s brand image and providing the Chapter with public relations services, managing all internal communications for the Chapter, managing the Chapter website and databases, as well as providing the Chapter with online electronic communications services and support.
Duties:

- Develop and maintain a brand image for the Chapter.
- Promote a positive image of the Chapter.
- Administer publicity and public relations programs for the Chapter.
- Coordinate and administer creation of promotional materials.
- Produce and distribute a quarterly newsletter for the Chapter internal communications.
- Coordinate and administer a communication forum for the Chapter.
- Provide technical advice to the Officers.
- Provide overall administration of Chapter website, electronic forums and databases.
- Assist the Vice President of Membership with management of the Membership Directory/Database.
- Manage chapter communications.
- Attend Officers meetings and provide status updates.
- Vote at Officers meetings.
- Sign and adhere to the ABPMP Code of Ethics.

4. The Vice President of Programs (and educational services)

The Vice President of Programs is responsible for developing professional, educational programs and relationships with educational institutions and organizations.

Duties:

- Plan, package and administer education services.
- Plan monthly meeting program content and secure associated presenters.
- Develop and maintain a Chapter speaker bureau/directory.
- Promote BPM Certification Program.
- With the President, develop and maintain relationships with educational institutions and training organizations.
• Maintain speaker repository/database.
• Maintain a listing of educational institutions with BPM related programs.
• Maintain a listing of BPM related training programs.
• Attend Officers meetings and provide status updates.
• Vote at Officers meetings.
• Sign and adhere to the ABPMP Code of Ethics.

5. **The Vice President of Finance**

The Vice President of Finance is responsible for maintaining the Chapter’s financial and legal records including the accounting for all revenues, dues, and disbursement of all funds in a responsible and controlled manner.

Duties:

• Direct the preparation of the annual Chapter budget.
• Track and report actual revenues and expenses compared to the annual budget.
• Coordinate financial accounting and reporting.
• Maintain checking, savings and investment accounts.
• Coordinate collection of annual membership dues.
• Oversees event sign in process and fee collection.
• Manage the payments of bills and vouchers.
• Manage the preparation of state and federal tax reports.
• Attend Officers meetings and provide status updates.
• Vote at Officers meetings.
• Sign and adhere to the ABPMP Code of Ethics.

6. **Vice President of Chapter Services**

The Vice President of Chapter Services is responsible for managing the Chapter’s administrative and business operations, and for supervising administrative contractors or personnel.
Duties:

- Administer Chapter services and benefits.
- Plan and package overall Chapter services.
- Provide minutes of the Chapter Officers meetings.
- Ensure all board decisions and directions are communicated to the Chapter membership.
- Administer the internal operations of the Chapter, including administrative services.
- Plan and coordinate operational aspects of Chapter and Board events.
- Maintain an archive of official Chapter documents.
- Maintain a history of the Chapter.
- Perform special tasks as assigned by the President.
- Attend Officers meetings and provide status updates.
- Vote at Officers meetings.
- Sign and adhere to the ABPMP Code of Ethics.

7. Officer Transition

The President becomes the Past President at the beginning of the term of office of a newly elected President and remains in that role as long as the current President remains in office. The Past President is responsible for managing the turnover of the Board and ensuring a smooth transition. The Past President will assist the sitting President as necessary as a representative of the organization. In the event that a Past President cannot serve, the President may appoint any past president or current Board member to fill the role.

Duties of the Past President:

- Serves as the chair of the Nominating and Elections Committee.
  - Ensure only eligible candidates are listed on the slate for open offices.
  - Supervise all elections.
• Monitors and coordinates the transition and orientation of new board members.
• Assists the President and the Board as necessary.
• Sign and adhere to the ABPMP Code of Ethics.

C. TERM OF OFFICE

Initial officers appointed will serve for a period of 6 months. Subsequent Officers will be elected for a two-year term. Elections will be staggered with the President and Vice President of Finance and Vice President of Programs being up for election in ODD years and the Vice President of Chapter Services, Vice President of Membership and Vice President of Marketing and Communication being up for election in EVEN years.

There will be a limit of 2 consecutive terms for any one individual for any one Board position unless there are no volunteers for the position of officers.

An Officer may NOT resign in the middle of a current Board term to run for a position in the opposite election group.

In the case where there are no candidates with prior board membership interested in running for the office of President, the qualification of prior board membership may be waived by the Nominations and Elections Committee.

D. CALENDAR TERM

Each Officer's term of office will begin January 1.

E. REMOVAL FROM OFFICE

For any cause, an Officer may be removed from office by a two-thirds vote by the Officers of the Chapter Board. Causes that may precipitate such action include but are not limited to:

1) Violation of ethical standards
2) Non-performance of the duties of their office
3) Violation of federal, state or local laws
4) Not adhering to policy as set forth by the Chapter Board
5) Other reasonable causes (as determined by a majority vote of the remaining Officers)

F. VACANCY OF OFFICER'S UNEXPIRED TERM

A vacancy in a position on the Officers will be filled with an appointment by the President with approval by majority vote of the Board Members.
G. OFFICER POSITION CHANGES

By a majority vote of the Board, officer positions may be added, removed, or changed in scope temporarily (defined as not exceeding current term) without requiring a change in the bylaws.

By a majority vote of the Board, permanent officer positions may be added, removed, or changed in the By-laws. These changes will then require ratification by the Chapter.

Section IV: ELECTION OF THE OFFICERS

A. ELIGIBILITY TO BE AN OFFICER

1. Candidate must be a current member in good standing of ABPMP (as defined in section VII B).

2. Candidates must demonstrate commitment to the ideals and mission of the ABPMP. CBPP or CBPA Certification and regularly attending chapter meetings would be ways to demonstrate commitment.

3. Candidates for President of Chapter must have served at least one term in a role of significant chapter involvement as evaluated by the Nominating Committee.

4. Candidates must be prepared to make a serious commitment in time, energy and furthering the chapter mission. Candidates should expect to attend a minimum of 75% of the scheduled Board Meetings per year.

5. An elected officer who becomes ineligible to serve (as defined in criteria for Removal from Office section XXXX) during their term will vacate their office at a date determined by a majority vote of the Board of Officers.

B. NOMINATIONS

1. The Past President serves as chair of the Nominating and Elections Committee. Should the Past President be unable to serve in this role, the President will appoint a substitute (with the Board’s approval) to administer the election. Candidates for office may not serve on the Nominating and Elections Committee.

2. The Nominating and Elections Committee will actively begin soliciting nominations from the Chapter membership no later than the first Friday in September.

3. The Nominating and Elections Committee is responsible for certifying a candidate’s eligibility.

4. A nominee may seek a maximum of one office in any one election. Nominees may not be currently serving in a Board position that is not up for re-election.

5. The Nominating and Elections Committee must receive nominations by the fourth Friday of October in the year prior to the term for which the nominations are being sought.
6. If no nominations are received from the Chapter and the Nominating and Elections Committee is unable to produce a ballot of candidates, the Board will execute the process for filling vacant positions as defined in these bylaws. Elections will not be held up due to the lack of a complete ballot.

C. BALLOTING and election

1. If a position is not contested, no balloting is required for that position. Uncontested nominees will automatically take office the following January 1.

2. If more than one nomination for a position is received, the choice among nominees will be put to a vote of the membership as follows:

   a. For contested positions, a ballot showing all nominees with a short profile, will be sent to each Chapter member by the first Friday of November.

   b. Each member may submit only one ballot. In lieu of paper balloting, electronic voting may be used.

   c. All ballots must be returned to the Nominating and Elections Committee by the first Friday of December in order to be valid.

   d. The chair of the Nominating and Elections Committee, in conjunction with either one other member of the committee, or a person authorized by a majority vote of the committee, will certify ballot counts.

   e. The winner of each position will be the nominee receiving the most votes cast for that position.

   f. In case of a tie, the winner will be determined by majority vote of the full Board. In the case that the vote of the full Officers does not break the tie, the President (or Past President if the office of president is the one in contention) will choose the winner.

3. Any office that is left vacant after the election process will be filled by appointment by the President with approval of the Officers.

4. The Nominating Committee will communicate to the Chapter Membership the results of the election within two weeks of the conclusion of the election.

5. No contesting officer shall use power, money, influence or any other provoking forms to influence the members. Any such officer found guilty can be disqualified from elections with or without cause.

Section V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. RIGHT TO INDEMNIFICATION

Each person who was, or is, threatened to be made a party to any actual or threatened action, suit, or proceeding, whether civil or criminal by reason of the fact that he or she
is, or was, a Director or Officer of the Chapter, shall be indemnified and held harmless by the Chapter to the full extent permitted by applicable law as then in effect against all expense, liability, and loss including attorneys' fees, judgments, fines, and penalties actually and reasonably incurred by such person, and such indemnification shall continue to a person who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided that with respect to proceedings to enforce the right of indemnification, ABPMP shall indemnify only if such proceeding was authorized by the Board of Directors of ABPMP. The Board of Directors may authorize payment in advance to a Director or Officer for expenses incurred in defending a proceeding provided that the Director or Officer seeking payment provides to the Board of Directors in advance of the final disposition of said proceeding an undertaking to repay all amounts so advanced if said Director or Officer shall ultimately be determined not entitled to be indemnified.

B. NON-EXCLUSIVITY

The right to indemnification and payment of expenses shall not be exclusive of any other right that any person may have or hereafter acquire under any statute or rule of law.

C. INSURANCE

ABPMP may, within the discretion of the Board of Directors, maintain insurance at its expense to protect itself and any Director, Trustee, Officer, or employee of ABPMP, whether or not ABPMP would have the power to indemnify such person against such expenses or loss under applicable statutes.

Section VI: Officers Operations

A. Officers Meetings

The President will convene monthly Board meetings. The President may call additional Board meetings as necessary.

The date and time of the next Board meeting will be confirmed at the end of each Board meeting.

B. Quorum

The quorum for a Officers meeting will consist of 2/3 of the Officers.

C. Proxy

A member of the Officers may appoint another ABPMP Board member to serve as their proxy for purposes of exercising their right to vote at any Officers meeting. Any proxy appointment must be filed with the Vice President of Chapter Services prior to the appointed time of the Officers meeting or upon the calling to order of the meeting.
D. Agenda

The President will determine the agenda for Officers meetings. Tentative meeting agendas will be distributed to the Officers members at least two days prior to the scheduled meeting.

Any Board members may initiate Board agenda items by notifying the President.

E. Voting

All Board votes will be decided by a quorum unless otherwise specified in these bylaws.

F. Minutes

The Vice President of Chapter Services will keep and publish minutes of all Board meetings. Meeting minutes of the Officers meetings shall be distributed to the Board within five business days of the conclusion of the meeting. All copies of minutes will be open and accessible to members.

Section VII: ABPMP MEMBERSHIP

A. MEMBERSHIP CLASSIFICATION

The Chapter of the ABPMP will have two classes of Memberships.

1. Chapter Membership

   • May vote in all general elections and special referendums
   • May participate in all activities of the Chapter
   • Have full access to all benefits of the Chapter
   • May run for local or national office

2. Visiting Membership

   • Will have full access to all benefits of the Chapter
   • May participate in all activities of the Chapter
   • May NOT vote in general elections or referendums
   • May NOT run for a Board Position or chair local committees, but may volunteer on a local committee
B. Chapter MEMBERSHIP ELIGIBILITY

1. Chapter

Chapter membership in this organization is voluntary and shall be open to any person interested in furthering the purposes of the organization. Membership shall be open to all persons without regard to race, creed, color, age, sex, marital status, international origin, religion, or physical or mental disability. Membership in ABPMP is a prerequisite to being a member of the chapter.

2. Visiting

Visiting membership is available to any individual who can demonstrate full membership in another ABPMP chapter. Proof of current membership in another chapter will be required.

3. Member in Good Standing

A Member in Good Standing is defined as

- A person who has paid the requisite membership fee to the ABPMP (including the Chapter dues)
- Is current on the annual payment of membership dues
- Has received approval of membership notification from the ABPMP (this includes renewal notifications)
- Has no outstanding financial obligations to the ABPMP or the Chapter of the ABPMP

Section VIII: Member RIGHTS AND RESPONSIBILITIES

A. Member Responsibilities

Responsibilities the Members are:

1. By word and action, promote the positive image of the practice of business process management.

2. Fulfill the mission, charter and bylaws of ABPMP and the Chapter.
3. Submit and maintain current contact information to the Chapter (name, address, telephone numbers, and email addresses).

4. Sign and adhere to the ABPMP Code of Conduct and Ethics.

5. Pay annual dues to ABPMP and to the Chapter, if separate Chapter dues are collected.

6. Participate in Chapter activities such as monthly meetings, conferences, training events, responding to chapter surveys, voting as required, etc.

B. member Rights and Benefits

The rights and benefits of Chapter members are:

1. Use of the name ABPMP in resumes and professional documentation

2. Networking opportunities with other members and allied organizations

3. Use of all Chapter services

4. Access to local Chapter meetings

5. Access to speakers for business meetings

6. Participation in the Chapter Newsletter and other publications or communication vehicles (website, magazines, journals, etc.)

7. Professional development / certification and curricula

8. Participation in Chapter conferences for education, knowledge transfer, and networking

9. Ability to challenge actions by the Board through a formal petitioning process

c. Chapter Responsibilities to members

The responsibilities of the Chapter to its Members include, but are not restricted to:

1. Establishment and maintenance of a professional organization dedicated to the advancement of business process management and its practices, education of the users and practitioners of business process management, and publicizing the discipline and objectives of business process management to the world at large.

2. Assistance in the areas of: a.) Professional Development, b.) Education through publications and events c.) Chapter events d.) Contact with industry leaders, e.) Contact with industry leaders, f.) A forum for presentation of theories and practices through participation in an annual conference.
Section IX: finance

A. Membership dues

1. Annual Chapter membership dues shall be set by the Board and communicated to the Chapter in accordance with policies and procedures established by the Chapter Officers.

2. Membership to the ABPMP organization is required for membership to the Chapter.

B. Financial management

1. The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities or the ABPMP as appropriate.

2. The fiscal year of the Chapter shall be from 1 January to 31 December.

3. All billings, collections, and disbursements of dues shall be performed by the Vice President of Finance or a designee.

4. Audit of records and accounting practices will be performed every two (2) years by an independent third party.

Section X: Dissolution of the Association

A. Procedure

Dissolution of the Chapter may be due to the direction of the ABPMP or a vote of the Membership.

In the case of a vote, a quorum shall be a majority (greater than 50%) of Members in Good Standing. Upon the presence of a quorum at a properly called meeting, a two-thirds majority vote of said Members present is required for dissolution of the Chapter.

B. Disposition of Assets Upon Dissolution

Upon dissolution of the Chapter, the Board shall, after paying or making provision for the payment of all liabilities, contribute any remaining assets to another professional association or a charitable organization (as recognized by the IRS under 501-C-3) as selected by the Board.

It is the responsibility of the current president to notify the VP (Chapter Services) of ABPMP in case of dissolution.
Section XI: AMENDMENT OF BYLAWS

A. Proposal

Amendments may be proposed by the Board or upon petition by ten percent (10%) of the voting members in good standing. All such proposed amendments shall be presented by the Board to the Chapter Membership, with or without recommendation.

B. Ratification

Bylaws may be amended by a two thirds (2/3) votes of Members in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a two-third (2/3) vote of the membership in good standing voting by ballot. Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) business days before such meeting or vote.

C. Standardization

All amendments must be consistent with the ABPMP’s Bylaws and the policies, procedures, rules, and directives established by the ABPMP Officers as well as with the Chapter’s Charter with the ABPMP.

D. Changes

Changes to these bylaws will be tracked via a version control process as determined by the Officers.

Purpose

This Chapter, as part of ABPMP, is a professional organization that engages in activities that:

- Promote the practice of business process management.
- Support the development and maintenance of a Common Body of Knowledge in this field.
- Contribute to the advancement and skill development of professionals who work in this discipline.

Operation

- The Chapter will host educational and networking events for continuing education and sharing of best practices, new ideas, and experiences of its members and professional colleagues.
- The Chapter will develop and manage relationships with product and service vendors in the community to provide benefits for its members and professional colleagues.