

## ARTICLE 4: OFFICERS

### ***SECTION 1. NUMBER OF OFFICERS***

The officers of each Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. These officers will comprise the Executive Committee.

### ***SECTION 2. QUALIFICATIONS***

Nominees for office must be a member in good standing, which is, being current with both National and Chapters dues.

### ***SECTION 3. ELECTIONS***

Election of officers shall take place in conjunction with the Chapter's annual meeting. Procedures for elections are the same as in Article 5: Board of Directors.

### ***SECTION 4. TERM OF OFFICE***

1. Officers shall be elected for a term of one year.
2. Election for officers shall take place in conjunction with the annual meeting.
3. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected.
4. No officer may hold the same officer position longer than three (3) consecutive years.

### ***SECTION 5. REMOVAL AND RESIGNATION***

Any officer may resign at any time by giving written notice to the President or Secretary of the Chapter. Any such resignation shall take effect upon acceptance of such notice or at a date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any officer with two (2) unexcused absences from any duly called meeting of the Chapter Board of Directors may be removed by the Executive Committee. The entire Executive Committee or any single officer may be removed by a majority vote of the Chapter members.

### ***SECTION 6. VACANCIES***

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer may be filled temporarily by appointment by the President until the next election.

### ***SECTION 7. DUTIES OF PRESIDENT***

The President shall be the chief executive officer of the Chapter.

1. The President shall supervise and control the affairs of the Chapter and the activities of the officers.
2. The President shall perform all duties incident to his/her office and such other duties as may be required by the law, by the Grant Professionals Association Articles of Incorporation, or by the National Bylaws or by Chapter Bylaws, or which may be prescribed from time to time by the National Board of Directors.
3. The President shall serve as the Chair and preside over all meetings of the Executive Committee, Board of Directors, and at Chapter meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, The President shall, in the name of the Chapter, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Officers on behalf of the Chapter.

### ***SECTION 8. DUTIES OF THE VICE PRESIDENT***

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Officers on behalf of the Chapter.

#### ***SECTION 9. DUTIES OF SECRETARY***

The Secretary shall:

1. Certify and keep at the Chapter's principal office the original or a copy of these Bylaws as amended or otherwise altered to date.
2. Maintain Minutes of all meetings of the Executive Committee, the Board of Directors, if applicable, and Chapter meetings. Minutes shall be kept according to recognized published rules of procedure adopted by the board.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Exhibit at all reasonable times to a director, or to her or his agent or attorney, on request therefore, the Bylaws, the current membership list, and the minutes of the proceedings of the Officers of the Chapter.
5. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to her or him from time to time by the Officers.

#### ***SECTION 10. DUTIES OF TREASURER***

Subject to the provisions of the Association's Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Chapter, and deposit all such funds in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Officers.
2. Receive, and give receipt for, money due and payable to the Chapter from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Chapter as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Chapter's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Officer, or to his or her agent or attorney, on request therefore.
6. Render to the President and Officers, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Chapter.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Association's Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **ARTICLE 5: BOARD OF DIRECTORS**

#### ***SECTION 4. ELECTIONS***

The Chapter Board of Directors shall establish a written policy for nominating and electing officers and/or directors that correspond with the size and scope of its membership. Consideration can be provided for a nominating committee, nominations from the floor, electronic voting, vote by mail, onsite voting, and any other considerations that will enhance member participation. Chapters may choose to stagger elections in officer and/or director positions.

1. Officers will be elected by a majority vote of those submitting votes through the procedure established by the Board of Directors.
2. If applicable, Directors will be elected by a majority vote of those submitting votes through the procedure established by the Board of Directors.
3. Election of officers and/or Board of Directors shall take place in conjunction with the Chapter's annual meeting.