



BYLAWS OF Apra

The State of Illinois General Not-For-Profit Corporation Act of 1986 shall be the clarifying document for any issues not clarified in these bylaws.

ARTICLE I NAME OF ORGANIZATION

The name of the organization will be Apra which will operate as a private nonprofit 501(c)(6) association incorporated under the Illinois General Not For Profit Corporation Act.

ARTICLE II PURPOSE AND METHOD

Apra is an international organization for individuals interested in the profession of Prospect Development, which includes specific activity such as fundraising research, analytics and relationship management. The goals of this organization are to facilitate education, to encourage professional development among its Members, and to advance cooperative relationships.

ARTICLE III REGISTERED AGENT & OFFICE

Apra shall have and continuously maintain in the State of Illinois a registered agent, and may have such other offices in or out of the State of Illinois as the Board of Directors may determine.

ARTICLE IV MEMBERSHIP

Section A. Requirements

Membership in Apra will be open to individuals who seek to foster a positive association with the philanthropic community, whose terms of affiliation will not be contrary to the goals of Apra, and who will uphold the responsibilities and integrity of the association without conflict of interest.

Section B. Good Standing

A Member in good standing is one whose dues are paid and who has agreed to uphold the Bylaws, Ethics Statement and goals of Apra. Member activity in conflict with Apra's Ethics guidelines will be reviewed by the Board of Directors for potential action up to and including revocation of membership.

Section C. Rights and Duties

All Members of Apra may attend membership meetings and be invited to serve on an Apra committee. All members in good standing may vote. A Member who qualifies as a candidate for the Board of Directors as set forth under Article VI, section D, may serve on the Board of Directors. All Members are required to uphold the mission of Apra and Apra's Ethics Statement.

Section D. Membership

1. Individual: a Member in good standing is entitled to full rights and benefits of Apra. If membership is paid by the individual, the membership can be transferred with the individual upon change in employment. If the member institution pays for the membership, it can be transferred to another individual in the same organization should the member's employment status change.

2. Organizational: Organizational memberships of 4 or more individuals in good standing from a single institution are eligible for a discount.

Section E. Voting

On all matters coming before the Membership, each eligible voting Member shall be entitled to one vote.

Section F. Resignation

Members may resign from Apra at any time by giving written notice to the Executive Director. Any resigning Member shall continue to be responsible for the payment of all Membership Dues and other charges until the end of the fiscal year of such Member's resignation.

Section G. Dues and Assessments

The initial and annual dues for all Members (“Membership Dues”), the time for paying such dues, and other assessments for Members, if any, shall be determined by the Board of Directors.

Section H. Termination of Membership

Membership in Apra may be terminated or have other discipline imposed for “cause,” which means violation of these Bylaws or any rule or practice of Apra. Termination or other discipline shall be effected or imposed only upon two thirds vote of the entire Board of Directors; provided that the Member shall have been furnished a full statement of charges against such member and shall have been afforded adequate opportunity for a hearing thereon. In addition, any Member who becomes ineligible for membership or who is more than sixty (60) days in default in the payment of any dues or charges shall have her/his membership terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors. Future reinstatement may be considered by the board of directors on a case-by-case basis.

Section I. Delinquency of Membership

1. A delinquent Member is defined as one whose membership dues are in arrears more than sixty (60) days from her/his date of renewal. In addition, any Member who becomes ineligible for^[RJ3] membership or who becomes delinquent more than sixty (60) days in default in the payment of any dues or charges) shall have membership terminated automatically.

2. Any Member who resigns or is terminated for any reason will not be entitled to a refund of dues paid.

ARTICLE V MEMBERSHIP MEETINGS

Section A. Meetings

An annual meeting of the Members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such time, date and place to be determined by the Board of Directors.

1. Special meetings of the Members may be called by the Executive Committee or by the Board of Directors.

2. Notice of the date, time, and place of any annual or special meeting shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting.
3. At least ten percent (10%) of the Members shall constitute a quorum at any meeting of members and in any vote by the Membership.
4. The majority vote of the Members at a meeting at which a quorum is present shall be the act of the Members, unless the act of a greater number is required by law or by these Bylaws.

Any action requiring a vote of the Members may be taken by mail or electronic ballot. Unless otherwise provided by law or these Bylaws, the action shall be taken upon written approval of a majority of the Members entitled to vote and voting thereon, provided that the number of Members voting thereon would constitute a quorum under these Bylaws.

ARTICLE VI BOARD OF DIRECTORS

Section A. Composition

Apra will be governed by an elected Board of Directors as well as by the Executive Director of Apra who shall be an ex officio, non-voting member of the Board of Directors. The Board may adjust the number of directors needed to conduct association business. No less than ten (10) and no more than fourteen (14) board members shall serve Apra.

Section B. Executive Director

The administrative and day to day operation of Apra shall be the responsibility of a staff head or firm employed and appointed by the Board of Directors and responsible to the Board. The salaried staff head or firm shall have the title of Executive Director and shall have the authority to execute contracts on behalf of Apra and perform other duties as may be specified by the Board. The salaried staff head or firm shall employ and may terminate the employment of such additional staff personnel necessary to carry out the work of Apra.

Section C. Directors

In addition to the five (5) Officers described in Article VII, the Board of Directors shall include between five (5) and nine (9) directors. Officer and Director positions are defined by the Board of Directors and are described in detail in Apra's Bylaws, Policies and Procedures.

Section D. Qualifications

1. Members eligible for the board must:
 - a. Be a voting Apra member in good standing.
 - b. Have been an Apra member in good standing for the twelve month period preceding the nomination.
 - c. Have worked at least three years in the fields of fundraising, research, analytics and/or relationship management.
2. In the interest of diversity and to provide complementary perspectives, professionals from outside the Apra membership may be chosen to serve in an advisory role to the board. Assignment of this one-year ex-officio role would require full board approval with a specified term of office.

Section E. Term of Office

1. An initial Board of Directors shall be appointed to staggered terms not to exceed three (3) years. Directors will be elected by the membership through a process of nomination and, under the authority of the Bylaws of this association, will serve one (1) term of three (3) years without possibility for re-election, unless moved into an officer role.
2. The term of office will run September 1 through August 31.
3. Members shall directly elect the President-elect, Secretary and Treasurer, in addition to the Directors, via electronic ballot. Only Directors who have served on the board for at least one year are eligible for election as officers. The President shall appoint committee chairs.
4. The President and all other officers each will serve one-year terms.
5. All Directors are required to maintain their membership in Apra in good standing.

Section F. Board Meetings

1. The Board of Directors for Apra will meet at least two (2) times per year during the fiscal year ending December 31. One of these meetings will be held in conjunction with the international conference and the other will be held at such time and place as recommended by the President and deemed appropriate by a majority vote of the board. Board meetings may be conducted by means of remote communication available to each member of the board, including conference telephone, Internet or Web-based technologies or electronic mail. Participation by means of remote communication shall constitute attendance. The Board of Directors may choose to hold additional meetings as needed and as recommended by the Executive Committee.

2. Board committees, as defined in Apra Policies, may choose to hold additional meetings apart from Board of Director meetings.

3. Any board member who is absent from two meetings or votes shall be considered to have resigned from the Board of Directors unless his or her absence has been approved in advance by the President. Vote shall be defined as any vote conducted via meeting or electronic mail.

5. A majority (more than 50%) of the elected Directors must be in attendance to constitute a quorum; 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^[RJ5].

6. Notice of the date, time and place of any board meeting shall be sent to all directors prior to the meeting. Meetings are typically scheduled for the entire year prior to the September 1 term initiation, at which time calendar appointments are distributed.

Section H. Powers and Authority

The Board of Directors will have the ultimate authority to make and execute all rules, policies, and/or decisions necessary in order to conduct the affairs of Apra in an efficient manner.

Section I. Nominations and Elections

Nominations and election procedures for the Board of Directors are described in the Apra Policies and Procedures.

Section J. Voting

Each elected Board member, with the exception of the President, will have an equal vote of not more than one (1) and will forfeit her/his vote during absence at a board meeting. The President will cast the deciding vote in case of a tie.

Section K. Vacancies

A vacancy on the board will occur when and if a Director becomes disqualified, deceased, is unable to perform her/his duties and/or board responsibilities, or resigns. A vacancy will be filled for the balance of the respective unexpired term of office. A vacancy will be filled by appointment of the President with the approval of the board, or by special election, at the discretion of the President with approval by the board. A vacancy in the office of President will be filled by the President Elect. In the event the President Elect cannot serve as President, another Officer shall serve as President with the approval of the Executive Committee. A vacancy in the position of an Officer or Director will be filled by appointment by the President with approval of the Board of Directors. A vacancy in the position of a committee chair will be filled by appointment by the President. Any person filling an Officer or Director vacancy on the Board will be eligible for nomination for one (1) term thereafter pursuant to Article VI.

Section L. Removal of Board Membership

1. Any Board member, whether elected by the membership or appointed by the Board, may be removed by the vote of two-thirds (2/3) of the board. The board must determine, in their judgment, whether the best interests of Apra would be served by such removal. In addition, any Director who becomes ineligible for membership or who is more than sixty (60) days in default in the payment of any dues or charges shall have her/his term on the Board terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

ARTICLE VII OFFICERS OF THE BOARD

Section A. Composition and Duties

The five Officers are Secretary, Treasurer, President-elect, President and Immediate Past President. Officers' duties include:

1. President – The President chairs all meetings; acts as a spokesperson of the membership at large; sets the agenda for the board and executive committee meetings; is responsible for the enforcement of the bylaws; appoints committee chairs and members of committees or authorizes other Board members to make these

appointments; acts as an ex officio, non-voting member of all committees managed by the Board; delivers to her/his successor in office all pertinent materials for which she/he is responsible.

2. Secretary - The Secretary keeps a record of all meetings of the Board of Directors; distributes to members of the Board copies of records of proceedings; produces and maintains an association history; delivers to her/his successor in office all pertinent materials for which she/he is responsible; and performs other duties as may be assigned by the President and/or Board of Directors. The duties of Secretary may be assigned, in whole or part, to the organization's Executive Director^[RJ6].

3. Treasurer - The Treasurer is the custodian of all of the funds of the Association; oversees receipt of all membership dues and other payments; disburses funds at the direction of the President and/or the board of directors; oversees and reviews financial planning, budgets, investments and financial statements at the close of the fiscal year and at such other times as the board of directors may require; performs other duties as may be assigned by the President and/or Board of Directors; delivers to her/his successor in office all pertinent materials for which she/he is responsible; and performs other duties as may be assigned by the President and/or Board of Directors from time to time. The duties of the Treasurer may be assigned, in whole or part, to the Executive Director^[RJ7].

4. President Elect –The President Elect will serve as a member of the Executive Committee^[RJ8]. The President Elect shall perform the duties of President in the event of the President's inability or refusal to serve; deliver to her/his successor in office all pertinent materials for which she/he is responsible; and perform other duties as may be assigned by the President and/or Board of Directors from time to time. Upon the completion of the term of the then- President, the President Elect shall automatically assume the office of the President.

5. Immediate Past President – The Immediate Past President serves as an advisor to the President and Executive Director; chairs the Nominations Committee; delivers to her/his successor in office all pertinent materials for which she/he is responsible; performs other duties as may be assigned by the President and/or Board of Directors.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section A. Authority and Responsibility

The Executive Committee may act in place and stead of the Board of Directors between board meetings on all matters, except those specifically reserved to the Board by law or these bylaws, pursuant to a delegation of authority to the Executive Committee by the Board of Directors. Actions of the Executive Committee shall be reported to the Board at the next board meeting.

Section B. Composition

The Executive Committee shall be the President, President-Elect, Immediate Past President, Secretary and Treasurer. The Executive Director shall serve in an ex-officio capacity without vote. The Executive Committee also functions as the Finance Committee^[RJ9].

Section C. Quorum – Call for Meetings

A majority of the voting members of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee as the business of the organization may require, or a meeting shall be called on request of two voting members of the Executive Committee.

ARTICLE IX FISCAL YEAR

The fiscal year of Apra will begin January 1 and end December 31 of the same year.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section A. Contracts

The Board of Directors may authorize any officer(s) or agent(s) of Apra, in addition to the officers so authorized by the Bylaws, to enter into any contract on Apra's behalf.

Section B. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Apra shall be signed by such officer(s) or agent(s) of Apra and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board, such instruments shall be signed by the Executive Director. The Treasurer will counter sign when appropriate, based on the pre-determined dollar limit determined by the Board of Directors.

Section C. Deposits

All funds of Apra shall be deposited to the credit of Apra in such banks, trust companies, or other depositories as the Board of Directors may select.

Section D. Bonding

The Board of Directors may provide for bonding of such officers and employees of Apra as it may determine.

ARTICLE XI BOOKS AND RECORDS

Apra shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the Board of Directors, and any committees having the authority of the Board of Directors. The books and accounts of Apra shall be audited periodically by accountants selected by the Board of Directors.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Apra may indemnify all Officers, Directors and committee members of Apra to the full extent permitted by the Illinois Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

ARTICLE XIV CHAPTERS

Section A. Name, Size, Composition, and Officers

1. The Apra Board of Directors reserves the right to approve chapter formation and chapter names. The chapter must clearly identify itself as a chapter of Apra, either as part of its chapter name or by stating it is "A chapter of Apra."
2. A chapter will have a minimum of ten (10) members with no limit on the maximum number of members. The Apra Board of Directors reserves the right to approve chapter status for groups of fewer than ten (10) members.

3. There are two types of Apra chapter membership:
 - a. Full members are members in good standing of Apra International who are entitled to all standard benefits of such membership.
 - b. Adjunct members are Chapter members who do not belong to Apra and do not receive benefits of Apra, only the benefits of Apra chapter membership. Chapter-only members are not automatically Apra members.
4. Each chapter must elect a minimum of three Officers. Officers must be full members of Apra International.
5. Chapter meetings will support the mission and goals of Apra.

Section B. Bylaws

The chapter will formulate bylaws and provide a copy of its bylaws to the Executive Director and submit all required reports to the Executive Director .

ARTICLE XV DISSOLUTION OF INCORPORATION

At such time as the Board of Directors will see fit, by a majority vote of the board and membership, to dissolve Apra due to lack of membership, diminished interest, or other reasons, all funds remaining in the treasury after payment of debts will be given to another, similar, non-profit organization. The recipient of these funds will be chosen at the discretion of the Board of Directors.

ARTICLE XVI AMENDMENTS TO THE BYLAWS

The bylaws of Apra may be amended or repealed as deemed appropriate by majority vote of the Board of Directors.

March 18, 1998
(as amended March 5, 1999)
(as amended March 17, 2000)
(as amended March 9, 2001)
(as amended August 12, 2002)
(as amended April 16, 2008)
(as amended November 15, 2008)
(as amended February 25, 2009)
(as amended July 12, 2013)
(as amended February 28, 2014)
(as amended November 3, 2017)