

BYLAWS OF THE ASSOCIATION of DONOR RELATIONS PROFESSIONALS

November 1, 2003
As revised December 6, 2005
As revised June 8, 2007
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ARTICLE I - NAME OF ORGANIZATION

The name of the organization is the Association of Donor Relations Professionals (hereinafter referred to as ADRP), which operates as a nonprofit corporation organized pursuant to NH RSA Chapter 292.

ARTICLE II - MISSION AND VISION

Vision: "ADRP is the authoritative international organization and advocate for the Donor Relations and Stewardship profession."

Mission: "ADRP supports and enhances all aspects of fundraising and development by promoting the professional status of Donor Relations and Stewardship offices through education, professional development and networking opportunities."

ARTICLE III - OFFICES

The corporation is incorporated in the state of New Hampshire, and the principal office of the corporation is at the location of the Treasurer. The corporation may have such offices as the Board of Directors may designate or as the business of the corporation may from time to time require.

ARTICLE IV - MEMBERSHIP

Section A. Requirements

Membership in ADRP is open to individuals and organizations who seek to foster a positive association with the philanthropic community, whose terms of affiliation are not contrary to the goals of ADRP, and who uphold the responsibilities and ethics of the ADRP without conflict of interest. A Member in good standing is one whose dues are paid and who has agreed to uphold the Bylaws and goals of ADRP. Membership in ADRP is not restricted to those who work in the Donor Relations and Stewardship field.

All matters related to membership (including but not limited to dues, benefits, resignation from membership, termination of membership, transfer of membership, and membership meetings) are determined by the Board of Directors.

Section B. Voting

Each Member in good standing is entitled to one vote on all matters coming before the Membership.

Section C. Ethical Standards

All Members are expected to conform to the ethical standards of the fundraising profession, as articulated by ADRP and its ethics statement as adopted on December 3, 2007, and to advocate on behalf of donors as expressed in the *Donor Bill of Rights*, as developed by AAFRC, AHP, AFP, and CASE, and published on ADRP's website.

ARTICLE V - MEMBERSHIP MEETINGS

Section A. Annual Meeting

An annual meeting of the Members for receiving reports, and for other business properly coming before the meeting, will be held at a time, date and place determined by the Board of Directors.

Section B. Special Meetings

Special meetings of the Members may be called by the President or by the Board of Directors.

Section C. Notice

Notice of the date, time, and place of any annual or special meeting will be sent not fewer than five (5) and not more than sixty (60) days prior to the meeting. Notice may be sent by mail, electronic mail, or facsimile.

Section D. Quorum

At least ten percent (10%) of the Members will constitute a quorum at any meeting of Members and in any vote by the Membership.

Section E. Action by Majority Vote

The majority vote of the Members at a meeting at which a quorum is present will be the act of the Members, unless the act of a greater number is required by law or by these Bylaws.

Section F. Ballot

Any action requiring a vote of the Members may be taken by mail, electronic mail, online survey or poll, or facsimile ballot. Unless otherwise provided by law or these Bylaws, the action will 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 - OFFICERS

Section A. Composition and Duties

There are four (4) Officer positions—President, Vice President, Secretary and Treasurer. Officers' duties include:

1. President - Chairs all meetings; acts as a spokesperson for the Membership; sets the agenda for the Board of Directors and Executive Committee meetings; is responsible for the enforcement of the Bylaws; appoints committees or authorizes other Officers or Directors to make these appointments; acts as an *ex-officio*, non-voting member of all committees of the Board; delivers to her/his successor in office all pertinent materials for which s/he is responsible.
2. Vice President— Acts as President in her/his absence; oversees all organizational activities, including but not limited to education, professional development, marketing, and Member services; works with Officers and Directors to accomplish objectives and set priorities; delivers to her/his successor in office all pertinent materials for which s/he is responsible.
3. Secretary - Keeps a record of all meetings of the Board of Directors and distributes copies of records of proceedings; performs other duties as may be assigned by the President and/or Board of Directors; produces and maintains an association history; delivers to her/his successor in office all pertinent materials for which s/he is responsible.
4. Treasurer - Is the custodian of all of the funds of ADRP; 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 budgets and financial statements at the close of the fiscal year and at such other times as the Board of Directors may require; assists with the financial planning for the International Conference; 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 s/he is responsible.

ARTICLE VII - BOARD OF DIRECTORS

Section A. Composition and Duties

In addition to the four (4) Officers described in Article VI, the Board of Directors includes between eight (8) and twelve (12) Director positions, representing a diversity of geographic regions and types of organizations. The Board of Directors may, within this range, adjust the number of Directors needed to conduct ADRP's business.

Section B. *Ex-Officio* Directors

In addition, the Chair of the International Conference and the immediate past President may both serve as *ex-officio* Directors, with all the rights and responsibilities accorded elected Directors, except that they may not vote in matters coming before the Board of Directors. Service as an *ex-officio* Director does not impact eligibility to serve as an Officer or Director, nor limit the terms of such service.

Section C. Nomination and Election

1. Officers are nominated and elected by the Board of Directors. This is done prior to the point in time in the year when the Nominating Committee begins its work. This allows people who are not asked to serve as Officers to be nominated to serve as Directors.
2. Directors are nominated by the Nominating Committee and elected by the Membership. The Nominating Committee is an ad hoc committee of the Board of Directors. It is chaired by a Director or former Director appointed by the President and includes two (2) to four (4) additional Officers and Directors and two (2) to (4) representatives from the Membership, and numbers no more than six (6) in addition to the chair. The Committee solicits nominations from the Membership, but they are not binding upon the Committee. The Committee presents a slate of Director nominations to the Board for approval. This slate of Directors is affirmed by a vote of the Membership.
3. The results of Officer and Director elections are announced to the Membership when the vote of the Membership on the slate of Directors is completed.

Section D. Qualifications

1. Candidates for the Board of Directors must have been ADRP Members in good standing for the twelve-month period preceding the nomination.
2. Those Members who derive more than 50% of their income on a for-profit status basis are eligible to serve on the Board of Directors but are not eligible to hold the office of President.
3. All Officers and Directors are required to maintain their memberships in ADRP in good standing for the duration of their terms.

4. Both the President and Vice President must have served at least a full year as an Officer or Director to be eligible for nomination. Neither the Secretary nor Treasurer has to have served as a Director to be eligible for nomination.

Section E. Terms of Office

1. Each term of office is three years. Each year of a term begins on January 1st and ends on December 31st.
2. A Director elected to an Officer position begins a term of office anew, regardless of the length of his or her preceding term as Director.
3. With the exception of the President, Officers and Directors may serve no more than three (3) elected terms, two (2) of which can be consecutive.
4. The President will serve no more than three (3) elected terms, which may be consecutive, and which may be comprised of two (2) terms as President and one (1) term in another Officer or Director position, or one (1) term as President and two (2) terms in another Officer or Director position.
5. If a Director is appointed by the President to fulfill the remaining duration of a vacated term, and if there are still 1-1/2 years remaining in that term, the Director is considered to be serving a full term for purposes of figuring eligibility for future election and appointment.
6. An Officer or Director may be re-elected so long as s/he remains qualified and continues to actively participate and add value to the work of the Board of Directors.

Section F. Vacancies

A vacancy occurs when an Officer or Director becomes disqualified, deceased, is unable to perform her/his duties and/or responsibilities, resigns, or whenever the Board of Directors decides to increase the number of elected Directors. A vacancy is filled, for the remaining duration of the term, by appointment of the President with the approval of the Board of Directors, and notification to the Membership within thirty (30) days. The President is not compelled to fill a vacancy in a Director position if there is less than a year left in that term. A vacancy in the office of President is filled by the Vice President.

Section G. Removal of Officers and Directors

1. Any Officer may be removed by the vote of two-thirds (2/3) of the Board of Directors present or represented at a duly called meeting of the Board of Directors at which a quorum is present whenever, in its judgment, the best interests of ADRP will be served by such removal.

2. Any elected Director may be removed by the vote of two-thirds (2/3) of the Members present or represented at a duly called meeting of the Members at which a quorum is present whenever, in their judgment, the best interests of ADRP will be served by such removal.

Section H. Meetings

1. The Board of Directors meets in person at least once per fiscal year, and meets regularly by web-enabled meeting service, conference telephone and electronic mail, throughout the year as deemed appropriate by the Executive Committee. Participation by remote communication constitutes attendance.
2. A majority (more than 50%) of the Officers and elected Directors must be represented in person or by proxy to constitute a quorum; the act of the majority of the Officers and elected Directors present at a meeting at which a quorum is present is the act of the Board of Directors.

Section I. Voting

1. Each Officer and elected Director, with the exception of the President, has an equal vote and forfeits her/his vote if absent from a meeting without a proxy. The President will cast the deciding vote in case of a tie.
2. Proxy for an Officer or elected Director is established prior to any meeting by notification to the President by the individual being represented of the name of the person who will be invested with the power to vote on their behalf. At the beginning of any meeting at which an Officer or elected Director is being represented by a proxy, the President will announce to the Directors who is being represented by whom.

Section J. Notice

Notice of the date, time and place of any meeting of the Board of Directors will be sent not fewer than five (5) and not more than thirty (30) days prior to the meeting. Notice may be sent by mail, electronic mail, or facsimile. If the need arises for an emergency meeting, the notification time may be suspended by the majority vote of the Executive Committee.

Section K. Informal Action

The Board of Directors may take any action required without a meeting but must provide consent in writing. The action must be signed by all of the Officers and Directors entitled to vote with respect to the subject matter. Provision of consent via electronic mail or an online survey or poll constitutes a valid signature.

Section L. Powers and Authority

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

ARTICLE VIII– EXECUTIVE COMMITTEE

Section A. Composition

The Executive Committee is a standing committee of the Board of Directors comprised of the Officers of ADRP.

Section B. Authority and Responsibility

The Executive Committee may act in place and stead of the Board of Directors between meetings on all matters, except those specifically reserved to the Board of Directors 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 are submitted for ratification at the next Board of Directors meeting.

Section C. Quorum and Notice

A majority of the Executive Committee constitutes a quorum at any duly called meeting. The President calls meetings of the Committee as the business of the organization requires, or a meeting can be called on request of two other members of the Executive Committee.

ARTICLE IX - FISCAL YEAR

The fiscal year of ADRP begins January 1st and ends on December 31st.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section A. Contracts

The Board of Directors may authorize any Officer(s) or agent(s) of ADRP, in addition to the Officers so authorized by the Bylaws, to enter into any contract on ADRP'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 ADRP will be signed by such Officer(s) or agent(s) of ADRP and in such manner as determined by action of the Board of Directors. In the absence of such determination by the Board, such instruments will be signed by the

Treasurer and countersigned by the President.

Section C. Deposits

All funds of ADRP will be deposited to the credit of ADRP in such banks, trust companies, or other depositories as the Board of Directors selects.

Section D. Bonding

The Board of Directors may provide for bonding of such Officers, Directors and employees of ADRP as it may determine.

ARTICLE XI- BOOKS AND RECORDS

ADRP will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Members, the Board of Directors, and any committees having the authority of the Board of Directors. Minutes will be made available to the Membership on request. The books and accounts of ADRP will 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, will be deemed equivalent to the giving of such notice.

ARTICLE XIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

ADRP may indemnify all Officers, Directors and committee members of ADRP to the full extent permitted by New Hampshire statute and will 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 - DISSOLUTION OF INCORPORATION

At such time as the Board of Directors will see fit as evidenced by a two-thirds (2/3) vote, and by a majority vote of the Membership, to dissolve ADRP 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 XV - AMENDMENTS TO THE BYLAWS

The Bylaws of ADRP may be amended or repealed as deemed appropriate by majority vote of the Members present at an annual or special meeting.