

BYLAWS OF THE ASSOCIATION of DONOR RELATIONS PROFESSIONALS

November 1, 2003

As revised December 6, 2005

As revised June 8, 2007

As revised June 28, 2008

As revised June 17, 2010

As revised July 31, 2014

As revised April 30, 2016

As revised August 4, 2022

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 - PURPOSE

The goals of this organization are to provide education, professional development, and networking opportunities to its members and to promote the professional status of donor relations and stewardship professionals in the development community.

ARTICLE III - OFFICES

The corporation is incorporated in the state of New Hampshire. 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 who and organizations that 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 purposes of ADRP. Membership in ADRP is not restricted to those who work in the Donor Relations and Stewardship field.

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 the ADRP Statement of Professional Conduct as adopted May 2018, and to advocate on behalf of donors as expressed in the *Donor Bill of Rights*, as developed by AAFRC, AHP, AFP, and CASE, all of which are 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 membership, 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, Duties and Terms of Office

There are four (4) Officer positions – President, President-Elect, Secretary/Treasurer and Immediate Past-President. Officers' duties include:

1. President -
 - A) The President shall preside at meetings of the Association and the Board of Directors.
 - B) The President shall present a report of the activities of the Board of Directors and of the Association at the annual meeting.
 - C) The President shall serve for one (1) year.
 - D) The President can serve no more than two (2), non-consecutive terms as President.
2. President-Elect –
 - A) Shall have such duties as may be assigned by the Board or by these bylaws, which include acting in the place of the President in the event of the President's absence or disability.
 - B) The President-Elect shall serve for one (1) year and shall succeed to the presidency upon the completion of the term of their predecessor. If there is a vacancy in the office of the President, the President-Elect shall immediately assume the presidency and complete the term of their predecessor and then also serve as President for the ensuing year as originally scheduled. Any vacancy in the office of President-Elect shall be filled by the same process as outlined in Article VII.
3. Secretary/Treasurer – The Secretary/Treasurer or their designee shall
 - A) be custodian of Board records;
 - B) sign with the President, or other officers authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments not delegated to the Executive Director.
 - C) assist in selection of an accounting firm to review the organization's financial performance and to review the results of the accounting firm's review and to report these matters to the Board; and
 - D) in general perform all duties as from time to time may be assigned by the President or the Board.

E) serve for a term of three (3) years. If there is a vacancy in this office, it shall be filled by a Director appointed by the President who shall serve until the end of the current three-year term.

F) serve no more than two (2) non-consecutive terms as Secretary/Treasurer.

3. Immediate Past-President – A) Upon completion of their term, the President shall serve on the Board for one (1) year as Immediate Past-President.

B) The duties of this office shall be as provided in these bylaws or as assigned by the Board.

4. In the year that the bylaws change the Board Officers and Directors terms of office from calendar year to coincide with the annual membership business meeting, the current President, President-elect, and Past-president will serve only from January 1 through the end of that year's annual membership business meeting. The terms of the Secretary/Treasurer and Directors will also be adjusted in that year such that their terms will be completed at the end of the annual membership business meeting in the year that they are scheduled to complete their term.

ARTICLE VII - BOARD OF DIRECTORS

Section A. Composition

In addition to the four (4) Officers described in Article VI, the Board of Directors includes a minimum of six (6) and a maximum of eight (8) Director positions, representing a diversity of geographic regions and types of organizations. The terms of Directors are three (3) years and are staggered, with the goal of at least two (2) elected every year. In the event of a bylaws change that reduced the number of directors, all currently sitting directors shall complete their terms and the new composition of the Board will be effected through attrition.

Section B. Nomination and Election

1. Officers are nominated by the Board of Directors. This is done prior to the Nominating Committee beginning its work. This allows people who are not nominated to serve as Officers to be nominated to serve as Directors.
2. Directors are nominated by the Nominating Committee. The Nominating Committee is a committee of the Board of Directors. It is chaired by the Immediate Past-President and includes two (2) to four (4) additional Officers and Directors and two (2) to four (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.

3. The slate of Officers and Directors is affirmed by a vote of the Membership. The results of Officer and Director elections are announced when the vote of the Membership is completed.

Section C. 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 or President-Elect.
3. All Officers and Directors are required to maintain their memberships in ADRP in good standing for the duration of their terms.
4. The President-Elect and Secretary/Treasurer must have served at least a full year as an Officer or Director to be eligible for nomination.

Section D. Terms of Office

1. Each year of a term begins and ends at the close of the annual membership business meeting or the end of the annual conference, whichever is later.
2. Directors may serve no more than three (3) elected terms as a Director, two (2) of which can be consecutive.
3. A Director elected to an Officer position begins a term of office anew, regardless of the length of their preceding term as Director.
4. An Officer or Director may be re-elected so long as they remain qualified and continue to actively participate and add value to the work of the Board of Directors.

Section E. Vacancies

A vacancy occurs when an Officer or Director becomes disqualified, deceased, is unable to perform their duties and/or responsibilities OR resigns. 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 President-Elect.

Section F. 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 G. 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 President. Participation by remote communication constitutes attendance.
2. A majority (more than 50%) of the Officers and elected Directors must be represented in person 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 H. Voting

Each Officer and elected Director, with the exception of the President, has an equal vote and forfeits their vote if absent from a meeting. The President will cast the deciding vote in case of a tie.

Section I. 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 President.

Section J. Informal Action

The Board of Directors may take any action required without a meeting but must provide unanimous and universal 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 K. 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 - FISCAL YEAR

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

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section A. Contracts

The Board of Directors may authorize through policy 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.

Section C. Deposits

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

Section D. Bonding

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

ARTICLE X- 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 XI - INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS AND STAFF

ADRP may indemnify all Officers, Directors, agents and staff 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 XII - 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 XIII - 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 or by electronic vote subject to quorum requirements as stated in these bylaws.