

BY LAWS
THE ASSOCIATION OF FUNDRAISING PROFESSIONALS
Washington DC Metro Area Chapter
Approved December 14, 2006

INTRODUCTION

The Association of Fundraising Professionals (AFP), which may hereafter be referred to as the “Association” or “AFP”, is the name of the franchisor of this Chapter. The Board of Directors of the Association, at its discretion, may charter local or area Chapters. It is the desire and the intention of the Chapter named in Article I to conduct its affairs and programs in conformity and harmony with the policies, procedures, and bylaws of the Association.

ARTICLE I – NAME AND LOCATION

Section 1. Name. The name and title by which this corporation shall be known in law shall be the Association of Fundraising Professionals, Washington DC Metro Area Chapter, hereinafter referred to as “Chapter” OR AFP/DC.

Section 2. Location. The principal place of business and location of official records of the Chapter shall be within or without the District of Columbia.

Section 3. Incorporation. The Chapter is incorporated as a not-for-profit educational corporation pursuant to the provisions of the laws of the District of Columbia.

ARTICLE II – NOT-FOR-PROFIT PURPOSES

Section 1. Internal Revenue Service Code Section 501(c) (3) purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Service Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Service Code.

Section 2. Specific Objectives and Purposes. The specific objectives and purposes of this corporation are:

- (A.) To advance the standards of the fundraising profession as outlined by the Association of Fundraising Professionals, its code of ethics and the Donor Bill of rights.

- (B.) To maintain a forum for the exchange of the opinions and ideas on topics relating to the profession.
- (C.) To stimulate more effective service to the organizations which the Members represent.
- (D.) To educate new entrants to the profession and experienced fundraising professionals through continuing education in order to assure high quality performance.
- (E.) To create a better public understanding of the role of qualified staff for fundraising and development purposes.
- (F.) To promote high standards of philanthropy.
- (G.) To develop leadership within the profession.
- (H.) To promote the diversity of the profession and the principles and practice of inclusiveness.

ARTICLE III – CODE OF ETHICAL PRINCIPLES

The Chapter shall be responsible for educating the Membership and the public regarding the AFP Code of Ethical Principles and Standards of Professional Practice (the Code). The Chapter shall not conduct investigations or consider allegations of violations of the Code made against Members, nor shall it suggest, issue, or render advisory opinions on matters related to the Code, but shall refer such matters to the AFP Ethics Committee. The Chapter shall function in accordance with the Association’s statement of the “Role of Chapters in the AFP Ethics Process” and in accordance with the AFP Statement of Procedures Relating to Enforcement of the Code of Ethical Principles and Statement of Professional Standards and Practices.

ARTICLE IV – MEMBERSHIP

Section 1. Membership. All Members of the AFP Washington DC Metro Area Chapter must be Members of the Association. Individuals shall be provided Chapter Membership if they meet the written criteria for Membership established by AFP Board of Directors. Membership is available in accordance with the stated standards of the Association. A Member moving from the area of one AFP Chapter to another shall be considered a Member of the closest new Chapter so long as the dues paid to the previous Chapter are current or within the specified grace period. Members may belong to more than one Chapter. However, they may have only one primary Chapter affiliation registered with the Association. It is the individual Member’s responsibility to notify the AFP International Headquarters and the Chapter office of Chapter Membership changes and address changes.

Section 2. Categories. Members of the Chapter shall be Members of the Association according to the categories established by the Association. Membership categories are determined by the Association’s Board of Directors and must be adopted by the Chapter. The Chapter will not add new categories, nor eliminate existing ones. The Association’s Board of Directors shall, for each category, determine voting privileges; eligibility for Membership in

each category; application and acceptance procedures; procedures for reviewing and voting on Membership applications; payment schedules; procedures notifying delinquent Members; establishing the date after which Members will be dropped from Membership for nonpayment; policies regarding transferability and reinstatement of Membership; and, require national dues and fees for each Membership category.

Section 3. Voting. Each Member of the Association, who is also a Member in good standing of the Chapter, shall be eligible to vote for the Board of Directors of the Chapter.

Section 4. Dues. Members shall pay annual dues to the Association on an anniversary system in amounts to be determined from time to time by the Association pursuant to the requirements of the Association. Members shall pay annual dues to the Chapter in amounts to be determined from time to time by the Chapter's Board of Directors according to the requirements of the Chapter. The Chapter's Board of Directors shall determine additional dues for Membership in the Chapter. The Association will carry out collection of both national and Chapter dues. New Members applying for Membership in the Chapter shall submit the appropriate dues payment as indicated at the time of application. No application will be considered without satisfactory dues payment.

Section 5. Grace period. Consistent with the criteria established by the Association, Members shall be allowed a specified grace period for the payment of dues and shall be in arrears thereafter.

Section 6. Reinstatement. Lapsed Members may be reinstated upon payment of current and any delinquent dues. The criteria established by the Association shall determine whether a Member is lapsed.

ARTICLE V – MEETINGS OF THE CHAPTER MEMBERSHIP

Section 1. Regular Meetings. Regular meetings of the Chapter shall be held as required by law and at least quarterly on such dates and at such times and places as the Chapter Board of Directors determines. Notice of regular meetings shall be given to the Members as required by law and at least fifteen (15) days before the meeting and at the beginning of the fiscal year. Notice of Chapter meetings shall be in writing and sent via federal mail or electronic media to all Chapter Members of record.

Section 2. Special Meetings. Special meetings may be called as provided by law or by the Chapter's Articles of Incorporation, by the Chapter Board of Directors, by two (2) or more of the chapter officers or by petition delivered to the Secretary signed by ten per cent (10%) of the Chapter Membership eligible to vote. Notice of special meetings shall be given to Members as required by law and at least fifteen (15) days before the meeting. Notice shall be given as provided in Article V, Section 1.

Section 3. Annual Meeting. During the Chapter's fiscal year, one regular Chapter meeting shall be designated as the Annual Meeting and shall be for receiving reports of officers and committees, and other business as shall be determined by the Chapter Board of Directors. Notice of the Annual Meeting of the Chapter shall be given as provided in Article V, Section 1.

Section 4. Quorum. Fifty (50) Members of the Chapter in good standing present at a regular or special meeting of the Chapter constitute a quorum for voting, provided that meeting notice requirements have been met.

ARTICLE VI – CHAPTER OFFICERS

Section 1. Officers. The formal officers of the Chapter shall be a President, President-elect, Treasurer, and Secretary. Other officers shall be limited to no more than six (6) Vice Presidents and the immediate Past President. All officers shall be Members of the Chapter Board of Directors. All officers shall serve without compensation. These officers shall perform the duties prescribed by law, by the Chapter Articles of Incorporation, by these bylaws, and by the parliamentary authority adopted by the Chapter.

Section 2. Manner of Election.

(A) **Manner of Election.** The Chapter will present a slate of officer and Director nominations to the full Chapter Membership by May 1. Nominations and ballots may be sent by mail or electronically. The officers shall be elected by a majority of the Chapter's Members voting in the election. Their term of office shall begin July 1.

(B) **Term of Office.** All officers shall hold office for one year commencing on July 1 and ending June 30 of the following year or until their respective successors shall be duly elected. No member shall hold more than one office at a time, and no officer shall serve more than three (3) consecutive years in the same office.

Section 3. Resignations. Any officer may resign at any time by serving written notice to the President or Chapter Board of Directors. Such resignations shall take effect at the time specified therein, or, if no time is specified, upon receipt by the President or the Chapter Board of Directors.

Section 4. Vacancies. In case of resignations of an officer of the Chapter, or if for any other reason, including ineligibility, an officer is unable to complete the term, an individual may be selected by a majority of the Chapter board of Directors to complete the term. Any officer resigning from their elected officer position is entitled to complete their elected Board Member term. If the office of President becomes vacant, the President-elect shall become President for the unexpired term and shall continue to serve as President for a full term beginning at the end of the unexpired term. Elected officers who resign their position on the Executive Committee shall have their unexpired term filled by a majority vote of the Board of Directors.

Section 5. President of the Chapter. The President of the Chapter shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the president of the Chapter Board of Directors of a not-for-profit corporation including, but not limited to, chairing all meetings of the Board of Directors and the Chapter, preparing the agenda for the annual meeting and other regular meetings, presiding at Fundraising Day Washington (FDW) and National Capital Philanthropy Day and having general knowledge of and responsibility for supervision of the business of the Chapter. The President shall appoint the chairs of the National Capital Philanthropy Day Leadership Committee and the Fundraising Day Washington DC Leadership Committee and also shall perform such other duties as the Chapter Board of Directors may designate or as required by the Articles of Incorporation. As an *ex officio* Member of standing committees, the president does not have voting privileges.

Section 6. President-elect. The President-elect shall perform all duties of the President during the absence or disability of the President and shall be the Chapter's principal liaison overseeing Chapter management obligations. The President-elect is Board liaison to the FDW Leadership Committee.

Section 7. Secretary. At the request of the President, President-elect or the Executive Committee of the Chapter Board, the Secretary will perform all the duties of the President and President-elect. The Secretary of the Chapter shall have all powers and shall perform all the duties commonly incident to and vested in the office of Secretary of the Chapter Board of Directors of a not-for-profit corporation as defined by the Articles of Incorporation, and such other duties as the president and Chapter Board of Directors may designate. The Secretary shall certify and keep the original or a copy of these bylaws as amended and shall ensure that current copies of the Chapter's bylaws and policies and are provided to the President and other Officers and Directors as necessary. The Secretary shall keep a book of minutes of all regular meetings of the Board and the Chapter's Policy and Procedures Manual at the Chapter office. The Secretary shall assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law. Records maintained by the Secretary shall be made available to any Member at the Chapter office. The Secretary will act as Board Liaison to the National Capital Philanthropy Day Leadership Committee.

Section 8. Treasurer. The Treasurer of the Chapter shall ensure the fiscal integrity of the Chapter, and shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the Treasurer by the Chapter Board of Directors of a not-for-profit corporation as defined by the Articles of Incorporation, and such other duties as the President or Chapter Board of Directors may designate. The Treasurer shall receive, maintain, and distribute adequate records of the Chapter's funds in accordance with Internal Revenue Service Code requirements and requirements of the District of Columbia. The Treasurer shall work with staff to file all required reports with the IRS and the District of Columbia. The Treasurer shall coordinate the preparation of the budget, monitor Chapter expenditures, and review and sign off on these reports. The Treasurer shall provide all financial records of the Chapter to auditors designated by the President. The Treasurer will chair the Finance Committee.

Section 9. Past President. The Past President will file the Annual Report of the Chapter with the Association for the prior year. The Past President is also responsible for oversight of the Ten Star Award application. The Past President will co-chair the Nominating and Leadership Committee.

Section 10. Vice Presidents. There are six Vice Presidents of the Chapter:

- (A.) Vice President for Communications
- (B.) Vice President for Diversity
- (C.) Vice President for Education
- (D.) Vice President for Governance
- (E.) Vice President for Membership
- (F.) Vice President for Resource Development

Vice Presidents may chair Committees of the Board (see Article VIII) and shall perform such other duties as the President and the Board shall designate.

ARTICLE VII – CHAPTER BOARD OF DIRECTORS

Section 1. Composition. The Chapter Board of Directors shall consist of no more than twenty-five (25) voting Directors, who shall be elected by the Members of the Chapter eligible to vote. All Directors shall be Members in good standing of the Association and Chapter and shall maintain such Membership at all times during their terms of office. Directors shall serve without compensation. The President of the Chapter shall serve as the chair of the Chapter Board of Directors.

Section 2. General Authority. The Chapter Board of Directors shall: manage, supervise and control the business, property and affairs of the Chapter consistent with the policies and procedures of the Association; be vested with the powers possessed by the Chapter itself, including the powers to determine the policies of the Chapter consistent with those of the Association; prosecute its purposes; appoint and remunerate agents; collect and disburse the funds of the Chapter; adopt rules and regulations for the conduct of its business; supervise the affairs of the Chapter between Chapter meetings; have the power to fix the dates, times, and places of its meetings. The Chapter Board of Directors shall be subject to the order of the Chapter Membership by acting by a majority of the votes cast, and may delegate responsibilities as shall be deemed advisable insofar as such delegation of authority is consistent with the Articles of Incorporation, the bylaws of the Chapter, and any applicable laws.

Section 3. Meetings of the Chapter Board of Directors.

- (A) **Regular Meeting(s).** The Chapter Board of Directors shall meet as required by law and at least once a year. Notice of regular meetings of the Board shall be given to Members as required by law and at least fifteen (15) days prior to meeting. The Board of Directors shall make its

own policies with respect to frequency of its meetings. It shall keep a record of its proceedings and shall make its own rules of procedure consistent with these bylaws. Notice of any meetings shall be given to all board Members as required by law and at least ten (10) days in advance of such meeting.

- (B) **Special Meetings.** Special meetings of the Board may be called as provided by law and the Chapter's Articles of Incorporation, at the discretion of the President of the Chapter, or by a majority of the Members of the Chapter Board of Directors then in office, to be held at such time, date, and place as shall be designated in the notice of meetings as described in Article VII, Section 3 (C) of these bylaws.
- (C) **Notice.** Notice of Chapter board meetings shall be sent by federal mail, telegram, or electronic media, including email to each Director. The purpose or purposes for which a special meeting is called shall be stated in the notice.

Section 4. Quorum. Unless otherwise required by law, a majority of the duly elected Members of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Chapter Board of Directors.

Section 5. Term in Office. The term of office for the Director on the Board of Directors is three (3) years. Upon approval of these bylaws, terms commence on July 1 of the fiscal year and end June 30 three years later. No individual shall serve on the Board for more than six (6) consecutive years, except in the case of the immediate past President, President, or a Vice President elected to office in the second or third year of their second term as a Director. After two full terms, Directors are not eligible for re-election to the Board until one year has passed. The Directors shall be elected by a majority of the votes cast by the voting Membership of the Chapter. The slate of candidates for Director shall be prepared by the Leadership and Nominating Committee and presented to the Board for approval. The Board will present the slate of candidates to the voting Membership at least fifteen (15) days in advance of the election. Write-in candidates will be permitted, except that all candidates for Director shall be eligible to hold office according to the restrictions set forth in the Chapter bylaws. The criteria for nomination as a Board Member of the Chapter are listed in the Chapter's Policies and Procedures Manual.

Section 6. Vacancies. When a vacancy, which is not that of an officer, occurs on the Chapter Board of Directors, such vacancies shall be filled by a majority vote of the Chapter Board of Directors on the recommendation of the President.

Section 7. Request for Resignation. The President may request the resignation of any board Member for failure to meet the eligibility criteria outlined in the Policies and Procedures Manual or other reasons relevant to the code of ethics and the practice of fundraising. If the board Member declines to resign, that board Member may be removed from office by a vote of

the majority of board Members present at a regular or special board meeting. The board member will be offered due process as outlined in the policies and procedures manual.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees.

- (A) **Executive Committee.** The Chapter Executive Committee shall be composed of the officers identified in Article VI of these bylaws. The Chapter Executive Committee shall be vested with the powers possessed by the Board itself to the degree and extent necessary to conduct the business of the Chapter between meetings of the Chapter Board of Directors. The Chapter Executive Committee shall convene upon the call of the Chair as needed. A majority of the Executive Committee shall constitute a quorum for the conduct of business at any meeting of the Chapter Executive Committee.

- (B) **Leadership and Nominating Committee.** The Leadership and Nominating Committee is responsible for the nomination of officer and Director candidates for the Chapter. The Leadership and Nominating Committee under the direction of the Chapter Past President is responsible for putting forward all nominated, qualified candidates for office and shall be made up of the Vice President for Governance as co-chair, the President-Elect, the Vice President for Diversity, 2 former board Members, a Director, a Member-at-large, and the President. The Leadership and Nominating Committee shall meet at least sixty (60) days before the date of the election to recommend to the Board a slate of nominees to fill vacancies on the Chapter Board of Directors and among the officers. The Leadership and Nominating Committee shall mail a slate of nominees to all Chapter Members no later than May 15.

- (C) **Finance Committee.** The Treasurer shall chair the Finance Committee. The Finance Committee shall be responsible for overseeing the budget preparation, monitoring the expenses and income throughout the year and, if necessary, recommending the strategies and plans for income development.

Section 2. Other Committees. The AFP/DC Board of Directors may create other Committees and Task Forces as needed to fulfill the mission of the Chapter. Committee descriptions are located in the Policies and Procedures Manual. These may include, but are not limited to:

- (A.) Membership Committee.
- (B.) Education Committee.

- (C.) Governance Committee.
- (D.) Communications Committee.
- (E.) Diversity Committee
- (F.) Resource Development Committee.
- (G.) Fundraising Day Washington Leadership Committee.
- (H.) National Capital Philanthropy Day Leadership Committee.

ARTICLE IX – PARLIAMENTARY PROCEDURE

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the law, these bylaws or any special rules of order of the Chapter or its board may adopt.

ARTICLE X – NO PRIVATE BENEFIT

Section 1. Limitations. The Chapter shall use its funds only to accomplish the objectives and purposes specified in Articles of Incorporation and these bylaws, and no part of the net earnings, gains or assets of the Chapter shall inure to the benefit of, or be distributable to, its Directors, officers, Members, other private individuals, or organizations organized and operating for profit, except that the Chapter is authorized and empowered to pay reasonable fees for products and services consistent with the limitations set forth in the Articles of Incorporation, these bylaws, and by statute or regulation.

Section 2. Dissolution. Upon dissolution or final liquidation of the Chapter, any remaining assets of the Chapter shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Chapter, be distributed to the AFP Foundation for Philanthropy. A final report shall be filed with the AFP International Headquarters indicating the date and nature of dissolution; an account of the vote for dissolution; the disposition of assets and liabilities; and a description of any public or private liabilities, legal actions or matters, and contracts, obligations or similar issues that may be pending.

ARTICLE XI – AMENDMENT OF BYLAWS

These bylaws may be amended by a majority of Chapter Members voting, provided that the amendment has been submitted in writing to the Membership and described at the previous regular meeting of the Chapter.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Chapter shall commence on July 1 and terminate on June 30 of the next year.

ARTICLE XIII – CORPORATE RECORD AND REPORTS

Copies of all Federal, appropriate state, and District of Columbia reports shall be filed as required by law by the Chapter's staff. A Chapter annual report in the form and nature directed by the Association shall be filed with the Association by March 1 of each year following the year for which the report is issued and the District of Columbia as required by law.

ARTICLE XIV – INDEMNIFICATION

Section 1. Indemnification by the Corporation of Directors and Officers. The Chapter shall, to the fullest extent possible, indemnify the Directors and Officers of the Chapter under the laws of the District of Columbia.

Section 2. Insurance for Corporate Agents. The Chapter Board of Directors shall in current and timely fashion, fulfill the requirements set forth by the Association's Directors and Officers Liability Insurance Program.