

Bylaws of the Association of Advancement Services Professionals

February 10, 2007

ARTICLE I: NAME OF ORGANIZATION

The name of the organization is the Association of Advancement Services Professionals (hereinafter referred to as AASP), which operates as a nonprofit corporation organized pursuant to the laws of the State of Illinois.

ARTICLE II: PURPOSE AND METHOD

AASP is an international organization for individuals interested in the profession of advancement services. The goals of this organization are to provide education, professional development, and networking opportunities to its members and promote the professional status of advancement services in the philanthropic community.

ARTICLE III: OFFICES

The corporation may have such offices, either within or without the State of Illinois, 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 AASP is open to individuals who seek to foster a positive association with the philanthropic community, whose terms of affiliation are not contrary to the goals of AASP, and who uphold the responsibilities and integrity of the association 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 AASP. Classes of membership may be determined from time to time by the Board of Directors.

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

Section B. Voting

Members in good standing are entitled to one vote on all matters coming before the membership.

Section C. Ethical Standards

All members are expected to conform to the minimum ethical standards of the fundraising profession and to advocate on behalf of donors as expressed in the Donor Bill of Rights, as developed by AAFRC, AHP, AFP, and CASE (1993).

ARTICLE V: MEMBERSHIP MEETINGS

Section A. Annual 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.

Section B. Special Meetings

Special meetings of the members may be called by the president or by the Board of Directors. Such meetings may be held either physically or virtually, as determined by the Board of Directors.

Section C. Notice

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. Notice may be sent by mail, electronic mail, or facsimile.

Section D. Quorum

At least ten percent (10%) of the members shall constitute a quorum at any meeting of members.

Section E. Action by Majority Vote

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.

Section F. Mail Ballot

Any action requiring a vote of the members may be taken by mail, electronic mail, or facsimile 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

AASP is governed by an elected Board of Directors. The Board will consist of between five (5) and nine (9) elected members chosen from the AASP membership. The majority of the members of the Board, at the time of their election, must not be primarily employed by a for-profit enterprise.

The Board may adjust the number of Board members needed to conduct association business.

Section B. Directors

From among the members of the Board of Directors, the Board of Directors shall elect the three (3) officers described in Article VII.

Section C. *Ex Officio* Directors

Up to three former presidents of AASP may be invited by the board of Directors to serve as an *ex officio* member of the board; in that capacity, they may not vote in matters coming before the board.

Section D. Qualifications

1. Candidates for the Board of Directors must:
 1. Be an AASP member in good standing.
 2. Have been an AASP member in good standing for the twelve month period preceding the nomination.
 3. Have been in the advancement services profession for at least three (3) years.
2. Those members who derive more than 50% of their income from a for-profit enterprise are eligible to serve on the Board of Directors but are not eligible to hold office of the President.

Section E. Term of Office

1. Directors will be elected by the membership through a process of nomination and, under the authority of the Bylaws of this association, serve at least one (1) but not more than two (2) consecutive terms, a term being three (3) years. After one year off the Board of Directors, a former director is again eligible for election to the Board of Directors
2. A director may be re-elected only so long as she/he remains in good standing (see Article V, Sec. A) and is deemed by a majority of the board to be eligible for continued membership.
3. The term of office will run January 1 through December 31.
4. The President shall serve a one-year term, and be eligible for re-election for an additional one-year term. Subsequent to completion of his/her term as president, the outgoing president may serve out any remaining time from his/her uncompleted term as director. The outgoing president may, subsequent to elected board service, serve as an *ex-officio* board member and may be eligible for re-

- election to the board as a director, pursuant to Article VI, Section D, Part 1. This individual may also be nominated and serve again as president, after a period of two years following the conclusion of their previous term as president.
5. All Directors are required to maintain their membership in AASP in good standing.

Section F. Meetings

1. The Board of Directors for AASP will meet at least once per year during the fiscal year ending December 31. The Board of Directors may choose to hold additional meetings as deemed appropriate by the officers of the Board of Directors. Meetings may be conducted by electronic means, including conference telephone or electronic mail, providing that the medium is available to each member of the Board. Participation in this communication shall constitute attendance.
2. A majority (more than 50%) of the elected directors must be represented in person 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.
3. Proxy for a Director shall be 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 on a specific motion. At the beginning of any meeting at which a Director is being represented by a proxy, the president will announce to the directors who is being represented by whom.
4. Minutes of Board meetings will be available on the request of a Member in good standing.

Section G. Notice

Notice of the date, time and place of any board meeting shall be sent to all directors 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 H. 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 directors entitled to vote with respect to the subject matter.

Section I. 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 AASP in an efficient manner.

Section J. Nominations and Elections

The Nominations Committee shall be chaired by a director appointed by the president. The chair will lead an ad hoc committee of 2 to 4 association members. The Nominations Committee shall solicit nominations from the membership. Nominations are not binding

upon the committee, which shall attempt to fill every director position expiring on the following January 1.

The Nominations Committee shall present a slate of nominations to the Board of Directors at the last regularly scheduled meeting before the annual meeting. This slate will then be presented to the membership at the annual meeting for adoption or amendment from the floor.

Section K. 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, unless represented by proxy. The president will cast the deciding vote in case of a tie.

Section L. 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, resigns, or whenever the board will elect to increase its membership. 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 vice president.

Section M. Removal of Board Membership

Any board member elected by the membership 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 AASP would be served by such removal.

ARTICLE VII OFFICERS OF THE BOARD

Composition and Duties

There shall be three (3) Officers. The three officer positions are president, vice president / secretary, and treasurer. Officers' duties include:

1. 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 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. Vice President / Secretary - Act as presiding officer in the absence of the president; oversees all organizational activities, including but not limited to education, professional development, marketing, and member services; works with a team of directors to accomplish objectives and set priorities; delivers to her/his successor in office all pertinent materials for which she/he is responsible;

keeps a record of all meetings of the Board of Directors; distributes to members of the board 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.

3. 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 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 she/he is responsible.

Section B. Nominations and Election of Officers

1. The Board of Directors will elect it's officers at it's first meeting following the annual meeting of the association.

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 submitted to the board for ratification at the next board meeting.

Section B. Composition

The Executive Committee shall consist of the officers of the association and one additional member elected by the full board from among their number.

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 AASP 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 AASP, in addition to the officers so authorized by the Bylaws, to enter into any contract on AASP's behalf. Any agent must be specifically authorized by the Board of Directors and may only act on behalf of the association within the powers explicitly delegated by the Board of Directors.

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 AASP shall be signed by such officer(s) or agent(s) of AASP 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 treasurer and countersigned by the president.

Section C. Deposits

All funds of AASP shall be deposited to the credit of AASP 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 AASP as it may determine.

ARTICLE XI BOOKS AND RECORDS

AASP 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 AASP 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

AASP may indemnify all officers, directors and committee members of AASP to the full extent permitted by Georgia statute 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 DISTRICTS

AASP may support the establishment of geographic districts as devised by the Board of Directors.

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 AASP 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 AASP may be amended or repealed as deemed appropriate by majority vote of the members present at the annual meeting.