



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 of 1986, as amended (the "IL Act").

ARTICLE II PURPOSE AND METHOD

Apra is an international organization for individuals interested in the profession of Prospect Development, which includes specific activities 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 may be granted to any individual who: (i) meets the criteria set forth for membership in Apra set forth in these Bylaws; (ii) seeks to foster a positive association with the philanthropic community and shares interest in and supports the purposes of Apra; (iii) abides by these Bylaws, Apra's ethics standards and guidelines, and such other policies, rules, and

regulations as Apra may adopt; and (iv) meets such additional criteria for each category of membership in Apra as the Board of Directors may establish from time to time.

Section B. Membership Criteria

Apra offers three (3) membership categories: (i) Professional; (ii) Organization; and (iii) Associate.

1. Professional Membership may be granted to any individual that applies for membership in Apra at the Professional Membership level and meets the membership requirements set forth above.

2. Organizational Membership may be granted to institutions maintaining membership in Apra for four (4) or more employees at the Professional Member level (Associate Membership is not eligible)..

3. Associate Membership may be granted to any individual that applies for membership in Apra at the Associated Membership level and meets the membership requirements set forth above. Associate Membership meets the Chapter member requirement that a minimum of three people who are Apra International members in good standing serve as the Chapter leadership core (i.e., President, Vice President and Secretary/Treasurer). Any other Chapter Officers must also be Apra International members in good standing.

Section C. Membership Rights and Duties

Professional and Associate Members (collectively, the “Members” or “voting members”, and each a “Member”) in good standing shall be entitled to attend member meetings, serve on Apra’s committees (except as otherwise set forth herein), and vote in Apra’s elections. Notwithstanding anything set forth to the contrary herein, the voting members’ right to vote is specifically limited to elections of Directors and Officers and such other matter as the Board may determine in its sole discretion, and no other matter. On all matters coming before the membership, each eligible voting member in good standing shall be entitled to one vote. Notwithstanding anything set forth to the contrary in these Bylaws, no member of Apra shall have the right to vote, without limitation, on the amendment of Apra’s Articles of Incorporation, the merger or dissolution of Apra, or the amendment of its Bylaws.

Only Professional Members may hold office in Apra and serve on the Board of Directors and Executive Committee. Membership in Apra paid for by an individual belongs to such individual (and not their employer) and is not transferable or assignable. Accordingly, membership status is not impacted by a change of employers.

Institutional Memberships (i.e., Professional Memberships purchased by an institution) and other memberships paid for by an employer belong to the employer. Accordingly, the employer may transfer a membership to another eligible individual within their organization should an individual's employment status change.

Section D. Good Standing

A Member in good standing is one whose dues are paid and who has agreed to uphold the Bylaws, Ethics Statement, goals, and policies of Apra.

Section E. 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 F. 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 G. Disciplinary Action.

Grounds for Discipline. Apra may discipline a member for any of the following reasons:

1. Failure to comply with these Bylaws, the Apra Ethics Statement, ethics guidelines, or any other policies, rules or regulations of Apra;
2. Conviction of a felony or a crime related to, or arising out of, their work in prospect development or involving moral turpitude; or
3. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of Apra.

Procedures. Discipline may include, but not be limited to, censure, suspension, probation, and termination of membership. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be

taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by Apra. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.

Section i. Termination of Membership

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/their 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 ii. 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/their date of renewal. In addition, any Member who becomes ineligible for 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. Ten percent (10%) of the voting members shall constitute a quorum at any meeting of members and in any vote by the voting members.
4. The majority vote of the voting members at a meeting at which a quorum is present shall be the act of the voting members, unless the act of a greater number is required by law or by these Bylaws.

Any action requiring a vote of the voting members may be taken by mail or electronic ballot. Unless otherwise provided by law or these Bylaws, the action shall be taken upon approval of a majority of the voting members entitled to vote and voting thereon, provided that the number of voting 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 shall be comprised of no less than ten (10) and no more than fourteen (14) directors. The Board may determine the size of the Board from time to time.

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 an active Apra member at the Professional Membership level 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 non-voting advisory 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 the 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 at the Professional Membership level 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/her/their 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.

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 G. 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 H. Nominations and Elections

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

Section I. Voting

Each elected Board member will have an equal vote of not more than one (1) and will forfeit her/his/their vote during absence at a Board meeting.

Section J. Vacancies

A vacancy on the Board will occur when and if a Director becomes disqualified, deceased, is unable to perform her/his/their 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 K. Removal of Board Membership

1. Any Board member may be removed by the voting members in accordance with the requirements of the IL Act. 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/their term on the Board terminated automatically.

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 his/her/their successor in office all pertinent materials for which she/he/they are 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/their successor in office all pertinent materials for which she/he/they 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.

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/their successor in office all pertinent materials for which she/he/they 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.

4. President Elect –The President Elect will serve as a member of the Executive Committee. 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/their successor in office all pertinent materials for which she/he/they 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/their successor in office all pertinent materials for which she/he/they 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, which also functions as the Finance 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.

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 evidence 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 countersign when appropriate, based on the predetermined 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. At the time of the chapter's formation, officers must become active 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

In the event of the dissolution of Apra, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of Apra, dispose of all of the remaining assets of Apra (except any assets held by Apra upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of Apra in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of Apra is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

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)
(as amended March 4, 2021)
(as amended June 13, 2023)
(as amended August 27, 2023)