

APRA-CANADA
Chapter Bylaws

Approved March 9, 2001
As amended September 4, 2002
As amended June 11, 2003
As amended August 15, 2003
As amended July 12, 2005
As amended August 10, 2006

Article I. Name of Organization

The name of the organization is APRA-Canada. The organization will operate as a local chapter of the Association of Professional Researchers for Advancement (APRA), a private non-profit association.

Article II. Purpose and Method

APRA-Canada is a local chapter of an international organization for people interested in the field of philanthropic research. The goals of APRA-Canada are to:

- increase Canadian membership in APRA International by providing increased programming and other offerings relevant to Canadians
- accelerate knowledge about research tools, methodologies and techniques
- act as a central source of information about research
- foster a national approach to information sharing, and
- advance cooperative relationships among professionals in research.

These objectives will be achieved through a series of professional development events (at least two per year) and related activities.

Article III. Membership

Membership in APRA International is not mandatory, however, APRA-Canada membership will be open to individuals:

- who seek to foster a positive association with professional researchers within the fundraising community
- who uphold the responsibilities and integrity of APRA International without conflict of interest, and
- whose terms of affiliation shall not be contrary to the goals of APRA International.

Article IV. Board of Directors

Section A. Authority

The Board of Directors, hereafter referred to as the “Board”, shall have the power and authority to govern the affairs of APRA-Canada, and shall take such actions as it considers necessary to carry out the objectives of APRA-Canada.

Section B. Board Composition

APRA-Canada will be governed by an elected Board of Directors. The Board shall comprise nine (9) Directors. Three (3) Directors shall be Officers: President, Treasurer and Vice President & Secretary and must also be members in good standing of APRA International. The remaining six (6) Directors shall each be responsible for one of the following areas: Director, Membership; Director, External Relations; Director, Communications; Director, Regional Chairs; Director, Professional Development; and Director, Mentorship. Each Director must be a member in good standing of APRA International.

Section C. Election of Board of Directors

The membership at large will nominate candidates for the Board in November. These nominations will be received by the Vice President & Secretary.

Each Director shall be elected through a process of nomination and under the authority of the Chapter bylaws serve one (1) but not more than three (3) consecutive terms, a term being three (3) years.

Following the annual elections, the Board will meet to nominate Directors to Officer and non-Officer positions.

Board Voting: Each elected Board member will have an equal vote of one, and forfeit her/his vote during her/his absence at a regular Board meeting.

November 2006 Board Elections

The terms of seven out of nine Directors end in November 2006. In order to facilitate a more ordered and effective turnover, the terms of three current members of the Board will be extended by one year, expiring in November 2007. The current members that will be staying on for an additional year’s term will be decided by the Board. This clause only applies to the November 2006 Board elections.

Section D. Board Vacancies

A vacancy on the Board will occur when and if a Director resigns or becomes disqualified by being unable to perform her/his duties and/or Board responsibilities.

When a Director vacancy occurs, the Board may appoint a new Director to fill out the term of the former Director until the next Board election. The Board may exercise its discretion not to fill the open Director position if a Board election will take place within a reasonable period of time.

Section E. Board Meetings

The Board of APRA-Canada shall meet quarterly during the fiscal year ending December 31. Quarterly meetings may take the format of a conference call. Special meetings of the Board may be called by the President or upon the request of any four (4) members of the Board. Directors are expected to attend all board meetings each year.

Any Director who is absent from two (2) consecutive meetings without reasonable or sufficient cause shall be considered to have resigned.

For all board meetings, five (5) members of the Board shall constitute a quorum.

Agendas shall be distributed prior to the Board meetings.

Section F. Regional Representation

Regions within Canada will be represented by Regional Chairs who will be represented on the Board by the Director, Regional Chairs. If the numbers of members grow to warrant regional APRA-Canada Chapters, the Board will support the creation of such chapters (ex. APRA-Western Canada).

Section G. Powers and Authority

The Board of Directors shall have the ultimate authority of making and executing all rules, policies and/or decisions necessary in order to conduct the affairs of APRA-Canada in an efficient manner.

Article V. Annual General Meeting

An Annual General Meeting (AGM) 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, including taking the format of a conference call.

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.

Two (2) members of the Board shall constitute a quorum for the purpose of the Annual General Meeting if the meeting is held at the APRA International Conference and five (5) members of the Board shall constitute a quorum if the meeting is held at another time, date and place as determined by the Board.

Article VI. Committees

The President or the Board shall be responsible for establishing committees to assist with the operations of APRA-Canada. The exact number, purpose and composition of the committees shall be left up to the discretion of the President with the approval of the Board.

Article VII. Finances

Section A. Fiscal Year

The fiscal year of APRA-Canada shall begin on January 1 and end on December 31 of the same year.

Section B. Dues

Membership dues and fees will be set at the discretion of the Board, not to increase more than 25% in any given fiscal year.

Section C. Treasurer's Report

The Treasurer shall distribute to the Board within sixty (60) days of the end of the fiscal year, a financial report and summary. Once approved by the Board, the report will be shared with all members of APRA-Canada in the most appropriate communication vehicle.

A copy of the report will be filed with APRA International.

Section D. Approval of Disbursements

All expenditures must have prior approval of the President and the Treasurer. The Treasurer shall have signing authority with overall approval held by the President. All event budgets, fees, and expenses must have prior approval by the President and Treasurer.

Article VIII. Amendments to the Bylaws

The Bylaws of APRA-Canada may be amended by a two-thirds vote of the membership at large. Voting may be in person or by proxy under such procedures as are determined by the Board.

Article IX. Dissolution of Incorporation

At such time as the Board of Directors feels it is appropriate, by a majority vote of the board and membership, to dissolve APRA-Canada due to lack of membership, diminished interest, or other reasons, all funds remaining in the treasury after payment of debts will be given to the APRA International or another APRA Chapter for scholarships and/or programming.