

## **Bylaws of the Apra Foundation**

### **ARTICLE I** **NAME AND PURPOSE**

**Section 1. Name.** The name of the corporation shall be the Apra Foundation, a Minnesota not-for-profit corporation (the “Foundation”).

**Section 2. Purposes.** The purposes of the Foundation are charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Foundation shall support educational opportunities and professional development for individuals engaged in advancement research and to serve as the charitable arm of Apra, an Illinois not-for-profit corporation. The Foundation Trustees shall select the recipients of Apra Awards and Scholarships.

**Section 3. Limitations.** The following rules shall conclusively bind the Foundation and all persons acting for or on behalf of it:

(a) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to its trustees, officers or administrative staff, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Foundation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(b) Upon the dissolution of the Foundation, the Foundation Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Foundation Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of general jurisdiction of the County in which the principal office of the Foundation is then located to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such Section 501(c)(3) charitable, educational, or scientific purposes.

## **ARTICLE II**

### **REGISTERED OFFICE AND AGENT**

The Foundation shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Minnesota, and such other registered agents, as the Foundation Board of Trustees may from time to time determine.

## **ARTICLE III**

### **MEMBERS**

The sole voting member of the Foundation is Apra, an Illinois not-for-profit corporation ("Apra"). Apra will exercise its membership rights, including the right to vote, through the action of the Apra Board of Directors or its designee(s). Notwithstanding anything set forth herein to the contrary, Apra has the sole right and authority to (i) approve the Foundation's annual budget and strategic plan; (ii) elect and remove members of the Board of Trustees; (iii) elect and remove the Foundation's Officers; (iv) amend the Foundation's Articles of Incorporation; (v) approve Bylaw amendments; and (vi) approve any fundamental changes to the Foundation including, without limitation, any merger, dissolution, division or sale of substantially all of the Foundation's assets.

## **ARTICLE IV**

### **BOARD OF TRUSTEES**

**Section 1. General Powers.** The affairs of the Foundation shall be managed by a board of directors known as the Board of Trustees, which shall supervise, control and direct the business and affairs of the Foundation; shall determine its policies or changes therein within the limits of these Bylaws; shall actively promote its purposes; and shall supervise the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Composition.** The Board of Trustees shall be composed of a minimum of seven (7) and a maximum of nine (9) members as follows: (i) Apra's President; (ii) three (3) to four (4) members of the Apra Board of Directors ("Apra Directors"); and (iii) three (3) to four (4) additional trustees-at-large ("Trustees-at-Large"). The Board of Trustees shall annually determine the size of the Board.

**Section 3. Invited Participants.** The Apra Executive Director automatically shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Trustees, with the exception of those held in executive session.

**Section 4. Qualifications.** Members of the Board of Trustees shall have such qualifications as may be established by the Apra Board of Directors. All members of the Foundation Board of Trustees must be Apra members at the Professional Membership level in good standing. Trustees-At-Large may not be members of the Apra Board of Directors. The term of any member of the Board of Trustees also serving on the Apra Board of Directors or as an officer of Apra immediately shall conclude at such time as they cease to serve on the Apra Board of Directors or as an office of Apra.

**Section 5. Appointment of Trustees.** The Apra Board of Directors will appoint the Apra Directors and Trustees-at-Large to the Foundation Board of Trustees. The Apra Board of Directors will use its best efforts to (i) ensure that a majority of the members of the Foundation Board of Trustees consists of members of the Apra Board of Directors at all times; and (ii) stagger the terms of the Trustees such that no more than four (4) Trustees are appointed each year.

**Section 6. Terms of Office.** The Apra President shall serve on the Foundation Board of Trustees for so long as they shall hold such office. The Apra Directors shall serve a one (1) year term on the Board of Trustees, or until such time as their successors are duly appointed and take office and may not serve more than three (3) consecutive terms in office. The Trustees-at-Large shall serve a two (2) year term in office, or until such time as their successors are duly appointed and take office, and may not serve more than two (2) consecutive terms in office.

**Section 7. Regular Meetings.** A regular annual meeting of the Foundation Board of Trustees shall be held at such time and place as may be designated by resolution of the Foundation Board of Trustees without other notice than such resolution. The Foundation Board of Trustees may provide by resolution the time, date and place for the holding of additional regular meetings of the Foundation Board of Trustees without other notice than such resolution.

**Section 8. Special Meetings.** Special meetings of the Foundation Board of Trustees may be called by or at the request of the Chair or a majority of the members of the Board of Trustees. The person or persons authorized to call special meetings of the Foundation Board of Trustees may fix any place as the place for holding any special meeting of the Foundation Board of Trustees called by them. Notice of any special meeting of the Foundation Board of Trustees shall be given at least seven (7) days previously thereto by written notice delivered personally or by e-mail, mail or fax. This bylaw shall be deemed consent by each Trustee to the delivery of such notice by the means set forth herein. Any Trustee may waive notice of any meeting.

**Section 9. Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Trustees or any committee thereof may be taken through the use of a conference telephone, videoconference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the

meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call, videoconference or other electronic means (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

**Section 10. Quorum.** A majority of the Foundation Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Foundation Board of Trustees, provided that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting without further notice.

**Section 11. Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Foundation Board of Trustees, except where otherwise provided by law or by these bylaws.

**Section 12. Informal Action by Trustees/Action Without A Meeting.** Any action requiring a vote of the Board of Trustees may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Board of Trustees entitled to vote with respect to the subject matter thereof. If the action is approved by electronic communication, such electronic communication must be authenticated.

**Section 13. Vacancies.** Vacancies in any Board of Trustees position shall be filled by the Apra Board of Directors, without undue delay. A Trustee appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were appointed to fill.

**Section 14. Resignation and Removal.** Any member of the Board of Trustees may resign at any time by giving written notice to the Chair. The Apra Board of Directors may remove a Trustee with or without cause by giving written notice of the removal to the Trustee and to the Chair or Secretary-Treasurer of the Board of Trustees.

**Section 15. Compensation.** Trustees, as such, shall not receive any salaries for their services, but by resolution of the Foundation Board of Trustees, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Foundation Board of Trustees.

## **ARTICLE V** **OFFICERS**

**Section 1. Officers.** The officers of the Foundation shall be a president who shall be referred to as the Chair and a Secretary-Treasurer and such other officers as the Foundation Board of Trustees may from time to time determine (collectively, the "Officers"). The Officers will have the authority to perform the duties set forth in these Bylaws and as prescribed from time to time by the Foundation Board of Trustees. Officers may hold only one office at a time.

**Section 2. Election and Term of Office.** The Chair shall be appointed by the Apra Board of Directors from amongst the Apra Directors. All other Officers shall be elected by the Foundation Board of Trustees from amongst the members of the Foundation Board of Trustees. Officers shall serve for a one-year term, or until such time as their successors are duly appointed and take office, commencing at the annual meeting of the Foundation Board of Trustees. Officers may not serve more than three (3) consecutive terms in any office.

**Section 3. Qualifications.** All Officers must be members of Apra in good standing.

**Section 4. Removal.** The Chair may be removed by the Apra Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby. Any other Officer may be removed from his or her office by the Foundation Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby.

**Section 5. Vacancies.** A vacancy in the office of Chair because of death, resignation, removal, disqualification or otherwise, shall be filled by, and from amongst the members of, the Apra Board of Directors. A vacancy in any other office because of death, resignation, removal, disqualification or otherwise, may be filled by the Foundation Board of Trustees from amongst the members of the Foundation Board of Trustees. An individual appointed pursuant to this Section shall hold their position for the remainder of the original term for which they were appointed to fill.

**Section 6. Chair.** The Chair shall be the principal officer of the Foundation and shall, in general, supervise and control the Foundation's affairs, subject to the direction and control of the Board of Trustees, and shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Foundation Board of Trustees from time to time. The Chair shall have the duties ascribed to the president of a nonprofit corporation under section 317A.305 of the Minnesota Nonprofit Corporation Act, as amended.

**Section 7. Secretary-Treasurer.** The Secretary-Treasurer shall keep minutes of the meetings of the Board of Trustees in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the Chair or the Board of Trustees. The Secretary-Treasurer also shall be the principal accounting and financial officer of the Foundation and shall have charge of and be responsible for the maintenance of adequate books of account for the Foundation; shall have charge and custody of all funds and securities of the Foundation, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Foundation in such banks, trust companies or other depositories as designated by the Board of Trustees; and, in general, shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by

the Chair or the Board of Trustees. The duties of the Secretary-Treasurer may be assigned by the Board of Trustees in whole or in part to the Apra Executive Director or his or her designee(s).

## **ARTICLE VI** **COMMITTEES**

**Section 1. Committees.** The Foundation Board of Trustees may establish such committees as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these Bylaws and in accordance with the Foundation's budget. The Foundation Board of Trustees, by resolution adopted by a majority of the Trustees in office, also may establish one or more committees which shall have and exercise the authority as designated by the Foundation Board of Trustees in the management of its designated responsibilities. A majority of any committee delegated or exercising the authority of the Board must be members of the Board of Trustees; provided, however, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Foundation Board of Trustees, or any individual Trustee, of any responsibility imposed upon them by law.

**Section 2. Authority/Composition/Qualifications.** The action establishing a committee shall set forth such committee's purpose, authority, and composition, and the qualifications required for membership. Membership on a committee is open to (i) Apra members in good standing; (ii) such non-Apra members as may be determined by the Board of Trustees; and (iii) individuals meeting such additional qualifications as may be established by the Board of Trustees from time to time. Committees may be terminated or repurposed by a majority vote of the Board of Trustees.

**Section 3. Term of Office.** Each member of a committee shall continue as such until a successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 4. Chair.** One (1) member of each committee shall be appointed chair by the Foundation Board of Trustees.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE VII** **BUDGETS, CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Budgets.** The Foundation Board of Trustees shall propose an annual budget for the Foundation and such budget shall be subject to the approval of the Apra Board of Trustees.

**Section 2. Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

**Section 3. 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 the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Secretary-Treasurer and countersigned by the Chair of the Foundation.

**Section 4. Deposits.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

**Section 5. Gifts.** The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

## **ARTICLE VIII** **EXECUTIVE DIRECTOR**

The administrative and day-to-day operation of the Foundation shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Board of Trustees. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Foundation and as approved by the Board of Trustees. The Executive Director may carry out such other duties as may be specified by the Board of Trustees. The Executive Director automatically shall be invited to attend and participate in all meetings of the Foundation's Board of Trustees and Committees except as otherwise provided by the Bylaws. The Apra Executive Director shall serve as the Executive Director of the Foundation.

## **ARTICLE IX** **BOOKS AND RECORDS**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

**ARTICLE X**  
**FISCAL YEAR**

The fiscal year of the Foundation shall be determined by the Board of Trustees.

**ARTICLE XI**  
**WAIVER OF NOTICE/ELECTRONIC COMMUNICATION**

**Section 1. Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 2. Electronic Communication.** Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

**ARTICLE XII**  
**AMENDMENTS TO BYLAWS**

Subject to the prior approval of the Apra Board of Directors, these Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting of the Board of Trustees provided that at least fifteen days prior written notice is given of the intention to alter, amend or repeal and adopt new bylaws at such meeting.

**ARTICLE XIII**  
**INDEMNIFICATION**

The Foundation shall indemnify all officers, trustees, employees, and agents of the Foundation to the full extent permitted by the Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Foundation's Board of Trustees.

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