

BYLAWS
OF THE
ASSOCIATION OF ADVANCEMENT SERVICES PROFESSIONALS

This document constitutes the Bylaws of the Association of Advancement Services Professionals, an Illinois not-for-profit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I: NAME OF ORGANIZATION

The name of the organization is the Association of Advancement Services Professionals (hereinafter referred to as aasp).

ARTICLE II: PURPOSE AND METHOD

aasp is an 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: NONPROFIT LEGAL STATUS

aasp became an Illinois nonprofit corporation, recognized as tax-exempt under Section 501(c)(6) of the United States Internal Revenue Code on February 21, 2007.

ARTICLE IV: MEMBERSHIP

Section A: Requirements

Membership in aasp is open to individuals and organizations who seek to foster a positive association with the philanthropic community and support the mission, vision, and values of aasp. A member in good standing is one whose dues are paid. Classes of membership may be determined from time to time by the Board of Directors.

The Board may, from time to time, create a membership policy to govern all matters related to membership (including, but not limited to, membership qualifications, membership admission, classes, dues, resignation, termination of membership, membership meetings, and benefits of membership). The policy will be determined by the Board of Directors and may be amended by the Board of Directors.

Section B: Voting

Members in good standing are entitled to one vote on all matters coming before the membership. Voting may be held electronically or in person.

Section C: Ethical Standards and Conflict of Interest

All members shall agree to conform to the [aasp Ethics Statement](#), 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: Business or Annual Meetings

An annual or business meeting of the members for receiving reports, and for such other business as may properly come before the members, shall be held at such time, date, and place to be determined by the Board of Directors. The Board will determine the agenda for meetings of the members.

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 time, date, and place of any annual or special meeting shall be delivered not fewer than five (5) days before the date of the meeting to each member entitled to vote at such meeting. Notice will be sent via electronic means.

Section D: Quorum

At least ten percent (10%) of members present shall constitute a quorum at any meeting of members and in any vote by the membership.

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: Ballot Vote

Any action requiring a vote of the members may be taken by mail, electronic mail, or any other electronic means pursuant to which all members entitled to vote are given the opportunity to vote for or against the proposed action. Unless otherwise provided by law or these Bylaws, the action shall be effective upon approval of a majority of the participating members entitled to vote, provided that the number of members voting thereon would constitute a quorum under these Bylaws. Voting must remain open for not fewer than five (5) days from the date the ballot (in whatever form) is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution, or sale, lease or exchange of assets, the voting must remain open for not fewer than twenty (20) days from the date the ballot is delivered.

ARTICLE VI: BOARD OF DIRECTORS

Section A: Composition

aasp is governed by an elected Board of Directors. The Board will consist of between nine (9) and twelve (12) elected members chosen from the aasp membership. The Board may increase or decrease the number of Board members from time to time by simple majority vote of the Board.

Section B: Officers

From among the members of the Board of Directors, the Board of Directors shall elect five (5) officers as described in Article VII.

Section C: Directors

All members of the Board of Directors will be voting members. Ex officio members can be invited to participate in board activities for a specific term and purpose as described in the policies.

Board members will be assigned to, but not limited to, one aasp committee as their liaison to the Board of Directors. Board members shall serve in the director role for an aasp committee for one (1) year and can remain in the same director role for the full Board tenure. Director roles can be added or removed with a simple majority vote (51%) of the Board of Directors.

The Vice President will serve as Director of Summit unless otherwise determined by the President. The Immediate Past President will serve as Directors of Nominations unless otherwise determined by the President.

There will be one (1) board member that serves as an Officer At Large of the Executive Committee. The Officer At Large is required to serve as a director of a specific area.

Section D: Qualifications

1. Members of the Board of Directors must:
 - a. Be an aasp member in good standing.
 - b. Have been an aasp member in good standing for two (2) years.
 - c. Have been in the advancement services profession for at least five (5) years.
 - d. Have been a volunteer for an aasp committee for at least one (1) year.

Section E: Election and Term of Office

1. Directors will be elected by the membership through a process of nomination established by the Board. The term of a director will be three (3) years. A director may serve not more than two (2) consecutive three (3)- year terms. After one (1) year off the Board of Directors, a former director is again eligible for election to the Board of Directors.
2. A director may be elected only so long as they are a member in good standing (see Article IV, Sec. A) and is deemed by a majority of the Board to be eligible for continued membership.

3. The term of office for a director will begin and end at the beginning of the first Board of Directors meeting that coincides immediately following the Annual Conference. The term of office will end with the call to order of the Board of Directors meeting that coincides with the annual meeting of the membership ending the director's term.
4. All directors are required to maintain their membership in aasp in good standing.

Section F: Meetings

1. The Board of Directors for aasp will hold regular meetings at least once per year and otherwise as determined appropriate by the Board. Special meetings of the Board of Directors may be called at any time upon request of the President, or any three (3) directors, provided that any such request shall specify the purpose or purposes for the meeting. Meetings may be conducted by electronic means, including conference telephone, video conferencing, or other providing that the medium is available to each member of the Board. Participation in a Board meeting via electronic communication shall constitute attendance.
2. A majority (more than 50%) of the voting directors must be represented in person or via electronic communication to constitute a quorum for the transaction of business at a Board meeting.
3. The act of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors.
4. Minutes of Board meetings will be available at the request of a Board member or 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) days prior to the meeting. Notice may be sent by mail, electronic mail, or any other form of communication used by the Board. If the need arises for an emergency meeting, the notice requirement may be waived by the Board.

Section H: Informal Written Action

The Board of Directors may take any action which may be taken at a meeting of the Board of Directors or a committee thereof, without a meeting if a consent in writing, setting forth the action to be taken, is approved in writing by all of the directors (or for a committee, by all committee members) entitled to vote with respect to the subject matter thereof.

Section I: Powers and Authority

The affairs of aasp shall be managed under the direction of a Board of Directors. The Board of Directors shall oversee the mission, vision, governance, activities, and finances of aasp. The Board of Directors shall engage in strategic planning and approve the annual budgets of revenue and expenses for aasp.

Section J: Nominations and Elections

Nominations for Board of Director positions will be managed by the Nominations Committee. The

Nominations Committee shall be chaired by the Immediate Past President unless otherwise determined by the President. Should the Immediate Past President be unwilling or unable to serve as chair, the Executive Committee shall appoint a replacement. The chair will lead a committee of at least four (4) people, including a minimum of two (2) other Board members. The Nominations Committee shall solicit nominations from the membership for persons to serve on the Board of Directors and information on specific Director role preferences. Nominations are not binding upon the committee, which may independently decide on a slate of candidates to nominate for Board seats that are anticipated to be open.

The Nominations Committee shall present a slate of nominated candidates for Board service to the Board of Directors. The Board may make changes to and will finalize the slate of candidates. The slate of candidates will be presented to the membership via electronic means or otherwise. The members will vote with respect to the slate of candidates, with the results announced to the membership by mail, electronic mail, or other electronic communication prior to the annual meeting.

Section K: Voting

Each voting Board member shall have one vote on all decisions of the Board. In the case of a tie vote, the President shall cast the deciding vote.

Section L: Vacancies

A vacancy on the Board will occur when and if a director becomes disqualified, deceased, is unable to perform their 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 by simple majority, or by special member election, at the discretion of the President with approval by the Board.

Section M: Removal of Board Membership

The Board may remove any Director for cause such as non-adherence to policies and procedures of the association via a 2/3 vote of the Board of Directors.

ARTICLE VII: OFFICERS AND DIRECTORS OF THE BOARD

Section A: Composition and Duties

There shall be five (5) officers and up to seven (7) Directors at Large. The five officer positions are President, Vice President, Secretary, Treasurer, and Immediate Past President. Officers' duties include:

1. **President** - Chairs all board meetings; acts as a spokesperson of the membership at large; sets the agenda for the Board and Executive Committee meetings; directs strategic planning and the setting of organizational priorities; appoints members of committees or authorizes other Board members to make these appointments; serves as a full member of all committees managed of the Board; delivers to their successor in office all materials for which they are responsible.
2. **Vice President** - Is formally designated as the President-Elect and succeeds the President unless unwilling or unable to serve. Acts as President in their absence; performs other duties as may be assigned by the President and/or Board of Directors; is responsible for the enforcement of the Bylaws; facilitates the implementation of the organization's strategic plan;

works with directors and members to accomplish objectives.

3. **Secretary** - Oversees the records of all organizational activities, including, but not limited to, education, professional development, marketing, member services and Board policies and procedures; oversees giving notice of all Executive Committee, Board, and membership meetings in accordance with the Bylaws; delivers to their successor in office all materials for which they are responsible; oversees the keeping of records 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 aasp history.
4. **Treasurer** - 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 association; performs other duties as may be assigned by the President and/or Board of Directors; delivers to their successor in office all materials for which they are responsible.
5. **Immediate Past President** - Oversees the Nominations process and committee; onboards and orients new board members; acts as a resource for the policy and procedures and brings ongoing insight to the board operations by using the adopted policies and by-laws; provides additional context for board initiatives.
6. **Officer at Large** - The officer-at-large is expected to be observant of the industry trends and the needs of the membership as a whole and is responsible for upholding the strategic direction of the board and purpose.

Section B: Election and Terms

The officers are elected by the Board of Directors from among the members of the Board.

1. The President shall serve a two (2)-year term in the office of President. A member may be nominated and serve more than once as President, after a period of no fewer than two (2) years following the conclusion of their previous term as President.
2. The Vice President shall serve a two (2)-year term, concurrent with the President's term, and shall succeed the President following completion of service as Vice President. Should the Vice President be unwilling or unable to assume the role of President, a replacement shall be selected by the Board of Directors.
3. The Immediate Past President shall serve a two (2)-year term as a Board member, concurrent with the President's term.
4. If the regular term of the President or Vice President would otherwise expire during his or her time in office, the term on the Board may be extended until their service is completed; such an extension shall be at the discretion of a majority vote of the Board.
5. Ex-Officio(s) can be added for a specific term and purpose. An Ex-Officio can be proposed by the Executive Committee or any two (2) members of the Board and must be approved by a simple

majority vote of the board.

Section C: Removal, Resignation, Vacancies

1. Removal: The Board may remove any officer for cause, such as non-adherence to policies and procedures of the association, via a 2/3 vote of the Board of Directors.
2. Resignation: An officer may resign by giving notice of the resignation to the President or Vice President.
3. Vacancies: A vacancy in an officer position shall be filled by the Board of Directors, except that a vacancy in the role of the President shall be assumed by the Vice President.

Section D: Authority and Responsibility

The Executive Committee may act in place and stead of the Board of Directors between Board meetings on all matters, within the bounds of these Bylaws and/or association's policies and procedures.

Section E: Composition

The Executive Committee shall consist of the officers of aasp as described in Article VII: Section A.

Section F: Quorum - Call for Meetings

A majority of the 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 aasp may require, or a meeting shall be called on at the request of two voting members of the Executive Committee.

Section G: Other Committees

The Board may authorize a committee or working group that, in the Board's opinion, will further the purposes of aasp. Each committee will have a clearly defined scope of work as directed by the Board. Such committee or working group shall have only such authority as is granted by the Board. The Board will appoint Committee Chairs of any committee or working group. Committee members can be added at the committee chair discretion.

ARTICLE VIII: FISCAL YEAR

The fiscal year of aasp will begin January 1 and end December 31 of the same year.

ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section A: Contracts

The President of the Board of Directors shall be the main agent specifically authorized to enter into a contract on aasp's behalf. 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 in the

event it is deemed necessary by the President and the Board of the Directors. Any agent must be specifically authorized by the Board of Directors and may only act on behalf of aasp 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 evidence 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 X: BOOKS AND RECORDS Policies and Procedures

aasp shall keep records that are relevant to the historical evolution of the association. Records pertaining to decisions made by the Board of Directors, and any committees having the authority of the Board of Directors will be incorporated into those documents. Members are entitled to examine such records upon request to the Board of Directors.

ARTICLE XI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

aasp shall indemnify all officers and directors of aasp to the fullest extent permitted by the state in which it is incorporated and maintains not-for-profit corporation status and shall be entitled to purchase insurance for such indemnification of the above to the full extent as determined by the Board of Directors.

ARTICLE XII: DISSOLUTION OF INCORPORATION

When 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, nonprofit organization. The recipient of these funds will be chosen at the discretion of the Board of Directors.

ARTICLE XIII: AMENDMENTS TO THE BYLAWS

The Bylaws of aasp may be amended or repealed as deemed appropriate by a majority vote of participating members by electronic means or otherwise.