



Chicago Chapter Bylaws

Amended November 17, 2006

Introduction

The Association of Fundraising Professionals (AFP), which may hereafter be referred to as the Association or AFP, is the name of the franchisor of this Chapter. The Board of Directors of the Association, at its discretion, may charter local or area chapters. It is the desire and the intention of the chapter named in Article I to conduct its affairs and programs in conformity and harmony with the strategic plans, policies, procedures, and bylaws of the Association.

Article I Name and Location

Section 1. Name

The name of this organization shall be the Association of Fundraising Professionals (AFP), Chicago Chapter, hereinafter referred to as the Chapter. The Chapter is a chartered local affiliate of the International Association of Fundraising Professionals, hereinafter referred to as the Association.

Section 2. Location

The Chapter shall have and continuously maintain an office to be located in the Chicago area at such place as the Board of Directors may determine.

Section 3. Incorporation

The Chapter is incorporated as a not-for-profit membership association pursuant to the provisions of the laws of the State of Illinois.

Article II Not-for-profit Purposes

Section 1. Purposes. The chapter is organized exclusively for one or more of the purposes as specified in section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes. The specific objectives and purposes of the Chapter are:

- A. To advance the standards of the fundraising profession as outlined by the Association of Fundraising Professionals and its code of ethics.
- B. To maintain a forum for the exchange of the opinions and ideas on topics relating to the profession.
- C. To stimulate more effective service to the organizations which the members represent.
- D. To educate new entrants to the profession and experienced fundraising professionals through continuing education in order to assure high quality performance.
- E. To create a better public understanding of the role of qualified staff for fundraising and development purposes.
- F. To promote high standards of philanthropy.
- G. To develop leadership within the profession.

Article III Code of Ethics

The Chapter will support the Association in its responsibility for educating the membership and the public regarding the AFP Code of Ethical Principles and Standards of Professional Practice. The Chapter shall not conduct investigations or consider allegations of violations of the Code made against members, nor shall it suggest, issue, or render advisory opinions on matters related to the Code, but shall refer such matters to the AFP Ethics Committee. The Chapter shall function in accordance with the Association's statement of the Role of Chapters in the AFP Ethics Process and in accordance with the AFP statement of Procedures Relating to Enforcement of the Code of Ethical Principles and Statement of Professional Standards and Practices.

Article IV Membership

Section 1. Membership. All members of the AFP Chicago Chapter must be members of the Association. Individuals shall be provided chapter membership if they meet the written criteria for membership established by the AFP Board of Directors. With the exception of the Business category, membership is available only to individuals and is not transferable to other individuals. A member moving from the area of one AFP chapter to another shall be considered a member of the closest new chapter so long as the dues paid to the previous chapter are current or within the specified grace period. Members may belong to more than one chapter; however, they may have only one primary chapter affiliation registered with the Association. It is the individual member's responsibility to notify the AFP International Headquarters of Chapter membership change and address changes.

Section 2. Categories. Members of the Chapter shall be members of the Association according to the categories established by the AFP Bylaws. Membership categories are determined by the Association's Board of Directors and must be adopted by the chapter. The chapter will not add new categories, nor eliminate existing ones. The Association's Board of Directors shall, for each category, determine voting privileges; eligibility for membership in each category; application and acceptance procedures; payment schedules; procedures for notifying delinquent members; establishing the date after which members will be dropped from membership for nonpayment; policies regarding transferability and reinstatement of membership; and required international dues and fees for each membership category.

Section 3. Voting.

(A) Each member of the Association, who is present at a membership meeting of the Chapter and eligible to vote, shall be entitled to one vote.

(B) A member is eligible to vote if (s)he meets the criteria for a regular membership in the Association and the Chapter.

Section 4. Dues. Members shall pay annual dues to the Association on an anniversary system in amounts to be determined from time to time by the Association pursuant to the requirements of the Association. Members shall pay annual dues to the Chapter in amounts to be determined from time to time by the Chapter Board of Directors according to the requirements of the Chapter. The Chapter Board of Directors shall establish procedures for determining chapter dues. These procedures shall be included in the Chapter's Policies and Procedures Guide.

Article V

Board of Directors

A. Composition

The number of the Directors as shall be determined from time to time by the Board of Directors, shall not be less than twenty-six (26), including all members of the Executive Committee as defined in Section G of this Article, or more than thirty-two (32) and, to the extent possible, be representative of the different disciplines within the fields of philanthropy. Nominees to the Board of Directors must have been voting members of the Association and Chicago Chapter for at least two years, and shall maintain such membership at all times during their terms in office. Directors shall serve without compensation and must obtain CFRE status when eligible within eighteen (18) months of becoming a member of the Board.

B. General Authority

The Board of Directors of the Chapter shall: manage, supervise and control the business, property and affairs of the Chapter consistent with the strategic plan, and the policies and procedures of the Association; be vested with the powers possessed by the chapter itself including the powers to: determine the policies of the Chapter consistent with those of the Association; prosecute its purposes; appoint and remunerate agents; collect and disburse the funds of the Chapter; adopt rules and regulations for the conduct of its business; supervise the affairs of the Chapter between Chapter meetings; have the power to fix the dates, times, and places of its meetings.

C. Ex Officio/Liaison Status

Any Chicago Chapter member who serves on the International Board shall be granted ex officio/liaison status, without vote, to the Chicago Chapter Board, and shall have the right to full participation in Board meetings.

D. Meetings

The Board of Directors shall meet as soon as practical after taking office, and shall make its own rules with respect to the frequency of its meetings. It shall keep a record of its proceedings and shall make its own rules of procedure consistent with these bylaws.

Notice of any meetings shall be given to all Board members as required by law and at least ten (10) days in advance of such meeting by federal mail or electronic media, including email.

E. Quorum

Unless otherwise required by law, a majority of the duly elected members of the Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Chapter Board of Directors.

F. Vacancies

Any vacancy occurring in a directorship or vacancies due to authorized increase in the number of directors, shall be filled by the recommendation of the President and approved by a majority vote of the Board of Directors.

In filling a vacancy by Board election, the Board shall establish a term for each position in order that approximately one-half of the Board is subject to election at each annual meeting.

G. Executive Committee

1. Authority

The Executive Committee has the same authority as the full Board of Directors to act in the interval between meetings of the Board of Directors. All decisions of the Executive Committee shall be subject to ratification by the Board of Directors.

2. Composition

The Executive Committee shall be composed of eight (8) members, including the President, the President-Elect, the three Senior Vice Presidents, Treasurer, Secretary, and Immediate Past President. The President may make one (1) additional appointment to the Executive Committee based on the needs of the organization and with the approval of the Executive Committee, for a total of nine (9) members.

3. Meetings

The Executive Committee shall meet at the call of the President or the President-Elect acting in the absence or indisposition of the President.

Notice of any meeting shall be given to all Executive Committee members at least ten (10) days in advance of such meeting by federal mail or electronic media, including email.

Article VI Officers

A. Officers

The officers of the Chapter shall be a President, President-Elect, three (3) Senior Vice Presidents, a Secretary, a Treasurer and, by appointment, the Immediate Past President. The President, President-Elect, Senior Vice Presidents, Secretary, and Treasurer are officers regularly elected by the members.

B. Duties of Officers

1. President

The President (or designated representative) shall preside at all meetings of the Chapter, meetings of the Board of Directors and of the Executive Committee, shall serve as a Chapter Delegate to the International Assembly, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

2. President-Elect

The President-Elect shall be responsible for leading the Chapter's strategic planning efforts and any additional roles and responsibilities as assigned by the President, serves in a senior leadership capacity for the Board of Directors and Executive Committee, and serves as a Chapter Delegate to the International Assembly.

The President-Elect shall, in the absence, inability, or refusal of the President to act, have all the powers and duties devolving upon the President.

3. Senior Vice Presidents

The Senior Vice Presidents shall have responsibility in the areas of governance and strategic planning of the Chapter, shall oversee Councils and the administration of the Chapter, and as designated by the Chapter President, and may serve as a Chapter Delegate to the International Assembly.

The Senior Vice Presidents shall, in the absence, inability, or refusal of the President and President-Elect to act, have all powers and duties devolving upon the President.

4. Treasurer

In accordance with such regulations as the Board of Directors or the Executive Committee may from time to time adopt, the Treasurer or his/her designee shall have charge of the funds or other property assets of the Chapter, shall deposit all such funds, have check signing responsibilities as may be designated by the Finance Committee, file all required federal and state filings or assure that they are filed by his/her designee and, in general, shall perform all duties incident to the office of the Treasurer and such other duties as may be assigned from time to time by the President, the Board of Directors, or the Executive Committee.

5. Secretary

The Secretary or his/her designee shall be responsible for keeping the minutes of all meetings of the Board of Directors, Executive Committee, and all special meetings called by the Board; shall maintain the Chapter's Policies and Procedures and circulate them to appropriate persons; and be responsible for all other duties as may be prescribed by the President or Board of Directors. The Secretary shall have the duty and responsibility of maintaining the chapter's corporate status in good standing; to include the filing of required annual reports and providing proof of active status of the corporation to International Headquarters each year as required by the AFP Accord process, and by the deadline established in the Accord process.

6. Immediate Past President

The Immediate Past President shall serve on the Board of Directors and the Executive Committee for one year following his or her term as President. During this year, the Immediate Past President shall serve as a Chapter Delegate to the International Assembly.

7. Special Appointments

The Executive Committee shall name alternate delegates to the International Assembly as vacancies occur, and other special appointments as required.

C. Resignations

Any officer or Assembly Delegate may resign at any time by serving written notice to the President or Chapter Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the President or the Chapter Board of Directors.

D. Vacancies

In the event any office of the Chapter becomes vacant, an election shall be held at the next regular meeting of the Board of Directors, to fill the unexpired portion of the term.

Article VII Terms of Office

A. Officers

Officers shall hold office for one (1) year or until their successors are elected and take office. Officers are eligible to be elected for one (1) additional one (1) year term in the same office.

B. Board of Directors

Directors shall serve two (2) years, with one-half of the board elected each year. Directors shall serve until their resignation, death, removal, or expiration of their term of office. A Chapter member who initially is appointed to fill a vacancy on the Board of Directors may serve the unexpired term and may be elected for a maximum of two (2) successive terms. Each Director may be elected to a maximum of two (2) full successive terms, each at the discretion of the Nominating Committee. At least one year must elapse before a Director may stand for subsequent election to the Board.

A Chapter member who initially is elected an Officer (President, President-Elect, Senior Vice President, Secretary, Treasurer), may serve his or her respective one (1) year term and may be elected to the Board for a maximum of two (2) successive terms.

Article VIII Elections

A. Board of Directors

The election of the Board of Directors is held at the annual meeting and their term of office will begin the following January. Board members are elected by a simple majority of the votes cast by the members at the annual business meeting.

B. Removal from Office

A member of the Board of Directors who is elected by the Chapter membership may only be removed from office by a vote of the membership.

Article IX Divisions and Committees

A. **There shall be three (3) Councils of the Chapter: Education, Membership, and Communications and External Relations.** The Education, Membership and Communications and External Relations Councils shall have committees reporting to them which will carry out the specific mission of each Council as described in the Chapter Job Descriptions and Policies statement.

B. **Appointment of Committee Chairpersons and Members.**
All Councils shall have a Senior Vice President. All Committees shall have a Chair or Co-Chair and such additional members as the chairs may choose, except the Nominating Committee whose composition is outlined herein.

Chairs of committees shall be appointed by the Senior Vice President of the Council to which the committee reports. Terms of committee chairs and committee membership shall be one (1) year with privilege of reappointment.

C. **Nominating Committee**
The Nominating Committee shall consist of three (3) to five (5) members of the Chapter as proposed by the Immediate Past President in consultation with the President.

The Chapter's Immediate Past president shall serve as chair. No member of the committee shall be eligible for election to the Board of Directors for the term on which the nominating committee is slating directors and officers.

1. The Nominating Committee shall be responsible for leadership recruitment, including naming a diverse slate of candidates to stand for election as officers and directors for the designated terms provided by these bylaws and a selection of alternates who can be appointed by the Board of Directors in the case of the inability of any Director nominee to serve.
2. The Nominating Committee shall be appointed no later than June 1 of each year, and the names of the committee members shall be published to the membership. The committee shall function in such a way as to open the nominating process to all members of the Chapter by informing the membership in writing that nominations for Board membership are being taken by the committee, delineating the basic criteria for nomination. The committee will inform the membership in writing of the candidates nominated not less than twenty-five (25) days prior to the annual meeting where the vote is held.
3. Additional nominations may be submitted in writing if signed by 15% of the membership eligible to vote. These nominations must be received by the Secretary of the Chapter no later than ten (10) days before the annual meeting.

4. Write in nominations received by the Secretary under the prior provision will be presented by the Secretary at the Annual Business Meeting for consideration by the general membership.

D. Finance Committee

The Finance Committee shall consist of the Treasurer and at least two other members of the Chicago Chapter who are appointed by the President with the approval of the Board of Directors. One or two of these other members shall serve as committee chairperson or co-chairpersons. Committee responsibilities include but are not limited to overseeing invested Chapter funds, recommending policies regarding restricted funds, annually reviewing the Chapter budget prior to Board consideration, and recommending financial policy to the Board.

The Finance Committee or its designee shall also be responsible for making a recommendation to the Board for the engagement of an outside accounting firm to perform an audit of the Chapter's financial statements. The Committee shall present the audit report within six (6) to eight (8) months following the close of the fiscal year.

E. Other Committees

Other special Committees, if needed, may be appointed by the President, President-Elect or Senior Vice Presidents with the approval of the Board of Directors.

Article X Finances

Section 1. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

Section 2. Indemnification of Officers and Directors. The Chapter shall provide for the indemnification of all officers, directors, employees, and agents, including volunteers, of the Chapter, to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and is authorized to purchase insurance for such indemnification to the full extent as determined from time to time by the Chapter's Board of Directors.

Section 3. Contracts, Checks, Deposits

A. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into a contract or execute any instruments in the name and on behalf to the Chapter. Such authorization may be general or limited to specific transactions. No officer, agent, or other person shall expend money, make any contract, agreement, or undertaking in the name of the Association of Fundraising Professionals, Chicago Chapter, unless authority for such action is contained in these bylaws, or is in accordance with the general or specific authorization by the Board of Directors and included in an approved board policy statement.

B. Checks

All checks, drafts, or other orders for payment of money, notes, or evidence of indebtedness issued in the name of the Chapter, must be signed by any of the following: President, President-Elect, Senior Vice President, Secretary, Treasurer, Executive Director or by such other persons the Board of Directors may designate.

C. Deposits

All funds of the Chapter shall be deposited on a timely basis to the credit of the Chapter in such bank or banks as the Board of Directors or the Executive Committee, by resolution, shall designate.

Section 4. Corporate Records and Reports. Copies of all federal and state/provincial reports shall be filed as required by law and a copy forwarded immediately to International Headquarters for the chapter file. A chapter annual report in the form and nature directed by the Association shall be filed with the Association each year following the year for which the report is issued; the report shall be filed by the deadline established in the annual Accord process.

Article XI Meetings

Section 1. Regular Meetings. Regular meetings of the Chapter shall be held as required by Law and at least quarterly on such dates and at such times and at such places as the Chapter Board of Directors shall determine. Notice shall be given as provided in Article XI, Section 4.

Section 2. Annual Meeting of Members. The regular chapter meeting in the fourth quarter of the fiscal year shall be known as the Annual Meeting and shall be for the purposes of electing officers and other such business as shall be determined by the Chapter Board of Directors. Notice of the Annual Meeting of the chapter shall be given as provided in Article XI, Section 4.

Section 3. Special Meetings. Additional meetings of the members of the Chapter may be called by the President, President-Elect, Senior Vice President, Board of Directors, Executive Committee, or at the request in writing of any twenty-five (25) members of the Chapter entitled to vote. Notice shall be given as provided in Article XI, Section 4.

Section 4. Notices of Meetings Notice of regular meetings shall be given to the members as required by law. Notices stating the place, date, and hour of any meetings shall be in writing and sent via federal mail, by facsimile or electronic media, including email, to all chapter members of record not less than fifteen (15) or more than forty (40) days before the date of the meeting. Notice of Special Meetings must contain the purpose(s) of the meeting; no business, other than that contained in the notice, shall be taken up.

Section 5. Conducting Business at Meetings and by Other Actions of Members and Directors.

The Chapter may conduct business or meetings of members ~~and obtain votes~~ by mail, e-mail, electronic or facsimile means, telephone or teleconferencing; however, members must be present at the meeting in order to vote. The Chapter's Board meetings may be conducted in person or by teleconferencing means in which all Board members have the capacity to interact with each other. No vote at a Board meeting may be by proxy.

**Article XII
Quorum**

Section 1. Annual Meeting Fifty (50) members entitled to vote or twenty percent (20%) of the membership, whichever is less, shall constitute a quorum at any meeting. A majority of the members may adjourn the meeting, including to another time and place, without further notice.

Section 2. Board of Directors Fifty percent (50%) of the voting directors shall constitute a quorum.

Section 3. Executive Committee Fifty percent (50%) of the Executive Committee shall constitute a quorum.

**Article XIII
Parliamentary Procedure**

The rules contained in the current edition of Robert's Rules of Order shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with the law, these bylaws or any special rules of order the Chapter or its board may adopt.

**Article XIV
Policies**

The Chapter Board of Directors may adopt policies which define the common philosophy and beliefs of the Chapter and its membership. These policies shall be binding on all actions of the Chapter and shall be viewed as standards for judging and deciding all new proposals.

- A. Any Chapter member may propose a new policy or an amendment to an existing policy. Such proposals shall be submitted in writing to the Chapter secretary no less than thirty (30) days prior to the date of the meeting at which the proposal will be considered.
- B. Chapter policies may be adopted, amended or revoked by a simple majority vote at a meeting of the Chapter's Board of Directors.
- C. The Chapter secretary shall maintain a log of all currently effective policies. From time to time, the Bylaws Committee shall review the Chapter's policies and may recommend changes and amendments to the Board of Directors.

Article XV

Amendments to the Bylaws

After study and recommendations by the Board of Directors, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the members eligible to vote and present at any regular or special meeting, providing that at least fifteen (15) days written notice is given of intention to alter, amend, repeal, or adopt Bylaws at such meeting.

Article XVI

Non-Discrimination Policy

The AFP Chicago Chapter shall conduct its affairs in a manner which does not discriminate against any person(s) with respect to race, color, creed, ethnic origin, sex, age, disability, or affiliation. This policy shall apply to hiring, admission to membership, nomination to the Board of Directors, nomination as an officer, or appointment to committees.

Article XVII

No Private Benefit

Section 1. Limitations. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of the net earnings, gains or assets of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers, other private individuals, or organizations organized and operating for profit, except that the Chapter is authorized and empowered to pay reasonable fees for products services consistent with the limitations set forth in these bylaws, and by statute or regulation.

Section 2. Dissolution. Upon dissolution or final liquidation of the Chapter, any remaining assets of the Chapter shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Chapter, be distributed to the AFP Foundation, U.S. A final report shall be filed with the AFP International Headquarters indicating the date and nature of dissolution; an account of the vote for dissolution; the disposition of assets and liabilities; and a description of any public or private liabilities, legal actions or matters, and contracts, obligations or similar issues which may be pending.