

**GRANT PROFESSIONALS ASSOCIATION
BYLAWS**
(Amended 11/10/2017)

ARTICLE 1 NAME, ORGANIZATION, AND FISCAL YEAR

SECTION 1. NAME

The name of the corporation is the Grant Professionals Association (also doing business as GPA), hereafter referred to as “the Association.”

SECTION 2. ORGANIZATION

- (a) The Association is a nonprofit organization incorporated under the laws of the state of Michigan.
- (b) It shall maintain a registered agent in Michigan and may establish offices anyplace in the United States that the Board of Directors (hereafter referred to as “the Board”) of the Association chooses. The addresses of all offices shall be listed on the Association’s web page.

SECTION 3. FISCAL YEAR

The Association’s fiscal year shall be January 1 through December 31.

ARTICLE 2 PURPOSES

SECTION 1. PURPOSES

The purposes of this Association are set forth in the Association’s Mission Statement, as follows:

The Grant Professionals Association (GPA), a nonprofit membership association, builds and supports an international community of grant professionals committed to serving the greater public good by practicing the highest ethical and professional standards. GPA values, embraces, and supports the rich diversity within the grant profession. To achieve this mission, GPA:

- Serves as a leading authority and resource for the practice of grantsmanship in all sectors of the field.
- Advances the field by promoting professional growth and development.
- Enhances the public image and recognition of the profession within the greater philanthropic, public, and private funding communities.
- Promotes positive relationships between grant professionals and their stakeholders.

ARTICLE 3 MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

- a) The Board may determine the categories of membership to meet the needs of the Association including rates, rights, privileges, restrictions, and conditions.
- b) Legacy members are those individuals who joined the Association before the end of the first annual conference (November 1999).
- c) Legacy members’ dues shall be assessed indefinitely at the same rate as their first year of membership, as long as they remain active.
- d) A Legacy member who resigns or becomes inactive is no longer eligible for Legacy member

status. Should she or he rejoin the Association, the individual shall be readmitted in the appropriate membership category.

e) No person shall hold more than one membership to the Association.

SECTION 2. QUALIFICATIONS OF MEMBERS

Membership of the Association shall consist of all persons who have paid their current dues and agree to abide by the Association Code of Ethics.

SECTION 3. DUES

The annual dues payable to the Association for membership shall be set by the Board. Approved annual dues shall be notated in the Association records.

SECTION 4. NUMBER OF MEMBERS

There is no limit on the number of members in the Association.

SECTION 5. MEMBERSHIP LIST

(a) The Association shall keep a membership list containing the name and address of each member.

(b) Termination of the membership of any member shall be recorded in the list, together with the date of termination.

(c) Such list shall be kept at the Association's designated office or other place designated by the Board.

(d) The membership list shall not be used, in whole or part, by any person for commercial gain or for any purpose not reasonably related to the member's interest as it concerns the Association.

SECTION 6. NONLIABILITY OF MEMBERS

A member of this Association is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 7. TERMINATION OF MEMBERSHIP

Any of the following events shall terminate an individual's membership:

(a) The individual submits written notice of termination to the President or Secretary or the Association's authorized agent by postal mail or by electronic mail, effective on the date of delivery.

(b) The Board determines that the member has engaged in conduct materially and seriously prejudicial to the interests or purpose of the Association.

(c) The individual is found in violation of the Association's Code of Ethics upon completion of due process as designated by the Board.

(d) The individual fails to renew his or her membership by paying dues within 30 days of receiving a written or emailed notice of delinquency from the Secretary or the Association's authorized agent.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

- (a) The Board shall have a minimum of seven Directors and a maximum of eleven Directors.
- (b) All Directors shall be members in good standing at the time of their nomination to the Board and in all subsequent years in which they serve on the Board.
- (c) Director positions are added at the discretion of the Board up to a maximum of eleven.

SECTION 2. POWERS

- (a) The activities and affairs of this Association shall be conducted and all Association powers shall be exercised by or under the direction of the Board.
- (b) These powers are subject to the provisions of the Michigan Nonprofit Corporation Act 162 of 1982 and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Association.

SECTION 3. DUTIES

Duties of the Directors are to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Association's Articles of Incorporation, or by these Bylaws.
- (b) Act to advance the interests of the Association and the grants profession.
- (c) Establish the Association budget and oversee the finances.
- (d) Hire, oversee, and evaluate the Chief Executive Officer.
- (e) Follow and abide by the GPA Conflict of Interest Policy and Procedure.

SECTION 4. TERMS OF OFFICE

- (a) The regular elected term of office for a member of the Board shall be three years.
- (b) Election of the members of the Board shall be staggered so that approximately one-third of the Directors' positions are available to be filled by the vote of the membership at each Annual Meeting.
- (c) A Director may serve on the Board no longer than eight consecutive years.
- (d) The total of eight years may result from election of a member to the Board to serve a one-year term or a two-year term to fill out the remainder of a term left vacant by a previous Director plus election to two consecutive regular three-year terms. Regardless of how the total of consecutive years is attained, the Director cannot run for re-election or must resign when the combination of years served reaches eight.
- (e) A Director who has served on the Board for six to eight consecutive years will be eligible for election to the Board after an interval of two years. Members who serve on the Board for less than six consecutive years and either chose not to run or are not re-elected, may serve again after one year off of the Board.

SECTION 5. ELECTION

- (a) At each Annual Meeting (defined in Section 1 of Article 7 below), Association members shall vote by ballot to fill all vacant Directors' positions.
- (b) Ballots shall be submitted by Association members pursuant to procedures established by the Nominating Committee.
- (c) Nominees who receive the greatest number of votes will fill the vacant Directors' positions. The results of the election shall be announced by the Chair of the Nominating Committee or other designee of the Association at the Annual Meeting.

SECTION 6. COMPENSATION

- (a) Directors shall receive no compensation for the performance of their regular duties as Directors or committee members.
- (b) Directors shall be allowed reasonable reimbursement of expenses incurred in performing their regular duties.
- (c) Directors may be compensated for special services to the Association, following established procurement procedures of the Association, as long as the Board has approved a scope of work, and the special services do not include the Director's regular Board or committee duties. Such a Director shall not participate in the Board's discussion or vote to approve such arrangement.

SECTION 7. SCHEDULE OF MEETINGS

The Board shall meet at least two times each year.

- (a) One meeting shall be held in conjunction with the Annual Meeting.
- (b) A second meeting will be held at a time and place to be chosen by the Board.
- (c) Any additional meetings may be conducted in person or by electronic communications equipment, so long as participating Directors can effectively communicate with each other.

SECTION 8. SPECIAL MEETINGS

- (a) Special meetings of the Board of Directors may be called by the President of the Board, or by any three Directors.
- (b) A special meeting may be held in person or using telephone or similar communications equipment, so long as all participants can effectively communicate.
- (c) Approval of a majority of the Directors is required to hold a special meeting in person.

SECTION 9. NOTICE OF MEETING

- (a) For both regular and special meetings of the Board, notice to Directors must be received at least 14 days prior to the meeting, unless the meeting is called under emergency conditions.
- (b) Notice may be delivered by postal mail, telephone, or electronic mail.
- (c) Notice of meetings shall specify the place, day, and hour of the meeting. The purpose of any special meeting shall be specified in the notice.

SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLD MEETING

The transactions of a meeting of the Board held without proper call and notice shall be valid as long as the following conditions are met:

- (a) A quorum is present at the meeting (as defined below); and
- (b) Each Director not present signs waiver of notice, a consent to hold the meeting, or an approval of the minutes.

SECTION 11. QUORUM FOR MEETINGS

- (a) A quorum shall consist of 60% of Directors rounded to the next highest number.
- (b) No business shall be considered by the Board at a meeting at which a quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn (except as otherwise provided in these Bylaws or in the Articles of Incorporation, or by law).
- (c) Meetings adjourned for lack of quorum shall be noted in the meeting minutes.

(d) If a meeting at which a quorum was initially present loses its quorum through the departure of Directors, the remaining Directors may continue to do business without a quorum. However, any action taken after the loss of quorum must be approved by a majority required quorum of the meeting before the action takes effect.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Any act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, except as otherwise provided by these Bylaws.

SECTION 14. ACTION WITHOUT MEETING

The Board may take any action required or permitted by law without calling a meeting. In order to take action without a meeting, one of the two following conditions must be met:

- (a) All Directors must sign, in writing or by electronic mail, a consent setting forth the action to be taken, and this signed consent must be filed in the Board minutes; or
- (b) A vote is taken in which all Directors are notified of the proposed action by postal or electronic mail at least 5 business days in advance, and all Directors vote. In the absence of unanimous participation, a 60% vote of the Board is required for passage

SECTION 15. VACANCIES OF DIRECTORS

- (a) Vacancies on the Board shall exist (1) on the death, resignation, or removal of a Director, and/or (2) whenever the number of authorized Directors is increased, in accordance with Article 3, Section 1.
- (b) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Michigan Nonprofit Corporation Act 162 of 1982.
- (c) A Director may be removed with or without cause by (1) a majority of the votes represented at a membership meeting at which quorum is present, or by (2) a three-fourths vote of the Board.
- (d) Any Director may resign effective upon giving written notice to the President.
- (e) Vacancies on the Board may be filled by the Executive Committee until the next election, after consultation with the Nominating Committee. Vacant seats shall be filled at the next regular election by approval of the members of the Association.
- (f) If the number of filled Director positions falls below seven, the President, in consultation with the Executive Committee, shall call for a special election to fill all vacant Board positions for the remainder of their original term. The Nominating Committee shall be charged to follow standard procedures for electing Director positions and to conduct the election within a shortened time frame as appropriate to each case.

SECTION 16. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the

Association or its members for monetary damages for a breach of the Directors' or Officers' fiduciary duty. This provision does not eliminate or limit the liability of a Director or Officer for any of the following:

- (a) A breach of the Director's or Officer's duty of loyalty to the Association or its members.
- (b) An act or omission not in good faith that involve intentional misconduct or a knowing violation of law.
- (c) A violation of Section 551(1) of the Michigan Nonprofit Corporation Act being MCLA 450.2551(1).
- (d) A transaction from which the Director or Officer derived an improper personal benefit.
- (e) An act or omission occurring before the elective date of this provision granting limited liability.
- (f) An act or omission that is grossly negligent.

SECTION 17. ASSOCIATION'S LIMITED LIABILITY

The Association assumes the liability for all acts or omissions of a volunteer Director or Officer occurring on or after the date of this provision granting limited liability, provided that:

- (a) The volunteer Director or Officer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) The volunteer Director or Officer was acting in good faith;
- (c) The volunteer Director's or Officer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) The volunteer Director's or Officer's conduct was not an intentional tort; and
- (e) The volunteer Director's or Officer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Act.
- (f) Any repeal, amendment, or other modification of this paragraph shall not affect the liability or alleged liability of any volunteer Director, Officer, or other volunteer of the Association then existing with respect to any state of facts then existing or any action, suit, or proceeding previously commenced, later brought or threatened based in whole or in part upon any such state or facts.
- (g) This Article is not intended to permit any action which is inconsistent with the status of the Association being qualified as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or such other Association provision as shall be applicable to this Association).

SECTION 18. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

- (a) To the extent that a person who is, or was, a Director, Officer, employee, or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative, or investigative charge or any claim, issue, or matter proceeding from his or her role as an agent of the Association, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- (b) Such person may settle such claim with the approval of the Board of the Association.
- (c) The Association will indemnify him or her against expenses, judgments, fines, settlements, and other amounts incurred in connection with such proceedings. The indemnification will be

limited to the extent allowed by, and in accordance with, the requirements of the Michigan Nonprofit Corporation Act 162 of 1982.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

The Board may adopt a resolution authorizing the purchase and maintenance of indemnity insurance on behalf of any agent of the Association against any liability other than for violating provisions of law relating to self-dealing.

SECTION 20. FOUNDING DIRECTORS

(a) The Association's founding Directors shall be granted Director Emeritus status for life in recognition of the resources and time they contributed to the founding of the Association. This shall include having their dues waived.

(b) Founding Directors are defined as those Board Directors stated in the Articles of Incorporation filed March 9, 1999.

(c) Unless a founding Director is a currently elected Board Director, Director Emeritus shall be a nonvoting position.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

(a) The Officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer.

(b) No person can hold more than one office at any one time.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

(a) Any person on the Board may serve as an Officer of this Association.

(b) Officers shall be elected by the Board for one year terms.

(c) Election of Officers shall take place in conjunction with the Board meeting at the Annual Meeting.

(d) Each Officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected.

(e) No Director may hold the same Officer position longer than six consecutive years.

SECTION 3. REMOVAL AND RESIGNATION

(a) Any Officer may be removed by the Board, either with or without cause, with a three-fourths vote of the Board for removal, at any time.

(b) Any Officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received by the Board, or any later date specified in the notice. Board acceptance is not required for the notice of resignation to take effect. Upon resignation any Officer will relinquish any proprietary materials to the President or Secretary.

SECTION 4. VACANCIES OF OFFICERS

(a) Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board.

(b) In case of a vacancy in any office other than that of President, the President may appoint a temporary Officer until the Board fills the vacancy.

SECTION 5. DUTIES OF PRESIDENT

- (a) The President shall, subject to the control of the Board, supervise the affairs of the Association and the activities of the Officers and the Chief Executive Officer.
- (b) She or he shall perform all duties incident to the office of President and any other duties required by the law, by the Articles of Incorporation, by these Bylaws, or prescribed by the Board.
- (c) The President shall serve as the Chair and preside over all meetings of the Board and at the annual membership meeting.
- (d) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President or the President's designee shall, in the name of the Association, execute any deeds, mortgages, bonds, contracts, checks, or other instruments authorized by the Board.

SECTION 6. DUTIES OF THE VICE PRESIDENT

- (a) In the event of the President's absence or inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- (b) The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall perform all duties incident to the office of Secretary and other duties required by law, by the Articles of Incorporation, or by these Bylaws, or assigned by the Board. Specific responsibilities of the Secretary, and, if applicable, another designee of the Association acting under the Secretary's direction and supervision, include the following:

- (a) Certify and keep, at the place designated by the Board, the original or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep, at the place designated by the Board, a record of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members. These meeting minutes will record the time and place of holding, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Keep, at the place designated by the Board, a membership list containing the name and address of each and any members. When a membership has been terminated, the Secretary or, if applicable, another designee of the Association, will note this fact and the termination date in the membership list.
- (e) Exhibit at all reasonable times to a Director, or to her or his agent or attorney, on request therefore, the Bylaws, the membership list, and the minutes of the proceedings of the Directors of the Association.

SECTION 8. DUTIES OF TREASURER

The Treasurer shall be the Chief Financial Officer of the Association. The Treasurer and, if applicable, another designee of the Association acting under the Treasurer's direction and

supervision, shall, in general, perform all duties incident to the office of Treasurer and other duties required by law, by the Association's Articles of Incorporation, or by these Bylaws, or assigned by the Board of Directors. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer, and, if applicable, another designee of Association, shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board.
- (b) Receive, and give receipt for, money due and payable to the Association from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director, or to his or her agent or attorney, on request therefore.
- (f) Render to the President and Directors the financial condition of the Association monthly as evidenced by the income statement, balance sheet, and cash flow statement of the Association.
- (g) Certify the financial statements to be included in any required reports.

SECTION 9. COMPENSATION

- (a) Officers shall receive no compensation for the performance of their regular duties as Directors or committee members.
- (b) Officers shall be allowed reasonable reimbursement of expenses incurred in performing their regular duties.

ARTICLE 6 NOMINATION AND ELECTION OF DIRECTORS

SECTION 1. NOMINATION AND ELECTION PROCEDURES

This Association through its designee, the Nominating Committee, shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size, and operations of the Association, and shall include:

- (a) A reasonable means of nominating persons for election as Directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all members to choose among the nominees.
- (d) A prohibition on any party to solicit votes for any nominee.

SECTION 2. QUALIFICATIONS OF NOMINEES

- (a) A nominee must have been a member in good standing of the Association for a minimum of two years prior to nomination.
- (b) A nominee shall demonstrate previous involvement in the Association and previous leadership experience.

SECTION 3. RESPONSIBILITIES OF NOMINEES

- (a) Nominees shall abide by the Code of Ethics of the Association.
- (b) Nominees will sign Letters of Assurance indicating their willingness to abide by the Articles of Incorporation, the bylaws, and all standing rules.

ARTICLE 7 MEETINGS OF MEMBERS

SECTION 1. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually, at a site determined by the Board within the United States and in conjunction with the Association's annual conference, for electing Directors and transacting other business ("Annual Meeting").

SECTION 2. SPECIAL MEETINGS OF MEMBERS

The Board or the President of the Association may call special meetings of the members. In addition, 33% or more of the members may call special meetings of the members for any lawful purpose.

SECTION 3. NOTICE OF MEETINGS

- (a) *Time of Notice.* Whenever members are required or permitted to take action at a meeting, each member who is entitled to vote will receive from the Secretary or other designee of the Association a written notice of the meeting not less than 10 nor more than 60 days before the meeting date.
- (b) *Manner of Giving Notice.* Notice of members' meeting or any report shall be given personally, by postal mail or electronic mail, to the member addresses appearing on the books.
- (c) *Contents of Notice.* Notice of membership meeting shall state the place, date, and time of the meeting and the general nature of the business to be transacted.
- (d) *Notice of Meeting Called by Members.* If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing and specify the general nature of the business proposed to be transacted. The request shall be sent by registered mail or electronic mail to the President, Vice President, or Secretary of the Association. The Officer receiving the request shall promptly cause notice to be given to members entitled to vote that a meeting will be held and state the date, place, and nature of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than 35 days nor more than 90 days after the receipt by the Officer of the request for the meeting. If the notice is not given within 20 days after the receipt of the request, persons calling the meeting may give the notice themselves.
- (e) *Special Notice of Rules for Approving Certain Proposals.* If action is proposed to be taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the specific nature of the proposal is stated in the notice of meeting:
 - 1. Removal of Directors without cause
 - 2. Filling of vacancies on the Board by members
 - 3. Amending the Articles of Incorporation or these Bylaws; and
 - 4. An election for the voluntary dissolution of the corporation.

SECTION 4. QUORUM FOR MEETINGS

- (a) A quorum for the Annual Meeting shall consist of 40% of the members registered for the annual conference.
- (b) A quorum for a special meeting shall be 25% of the membership.
- (c) In the absence of a quorum, any meeting of the members may be adjourned by the majority vote of the votes represented in person. No other business shall be transacted at such meeting.
- (d) If a meeting at which a quorum was initially present loses its quorum through the departure of members, the remaining members may continue to do business without a quorum. However, any action taken after the loss of quorum must be approved by a majority of the required quorum before the action takes effect.
- (e) Meetings adjourned for lack of quorum will be noted in the minutes.

SECTION 5. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Association's Articles of Incorporation, or these Bylaws require a greater number.

SECTION 6. VOTING RIGHTS

- (a) Each member is entitled to one vote on each matter submitted to a vote by the members.
- (b) Election of Directors shall be by ballot.
- (c) Voting on other matters at duly held meetings may be by hand or voice vote.

SECTION 7. PROXY VOTING

Membership voting by proxy is not allowed.

SECTION 8. CONDUCT OF MEETING

- (a) Meetings of members shall be presided over by the President of the Board of the Association or, in the President's absence, by the Vice President.
- (b) If both President and Vice President are absent, a majority of the members present shall select a Chair to preside over the meeting.
- (c) The Secretary of the Association shall act as Secretary of all meetings of members. In his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.
- (d) Meetings shall be governed by the current edition of Robert's Rules of Order Newly Revised, insofar as such rules are consistent with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 9. ACTION BY BALLOT WITHOUT A MEETING

- (a) Any action that may be taken at any regular or special meeting of Members may be taken without a meeting if the Association distributes a ballot to each member entitled to vote on the matter. An action is considered approved by the Members if the total number of Member votes cast in ballots received by the Association by the time specified in the ballots equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by Members present was the same as the number of votes cast by ballot.
- (b) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time within which to return the ballot to

the Association, but in any case shall be not less than 20 or more than 90 days after the date the Association delivers the ballots to the Members. The ballots must specify the time by which they must be received by the Association in order to be counted.

(c) Ballots shall be mailed or delivered in the manner required for giving notice of meeting specified in Section 3(b) of this Article.

(d) Notwithstanding Article 4, Section 5, subsection (a), Directors may be elected by ballot without a meeting, as determined by the Board. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered, state the number of timely votes which must be cast in order to constitute a valid election, and provide a reasonable time within which to return the ballot to the Association, which shall be not less than 20 or more than 90 days after the date the Association delivers the ballots to the Members. The election of Directors by ballot without a meeting shall be valid when the number of timely votes by ballot equals or exceeds 25% of the total number of Members to whom the ballots were delivered.

ARTICLE 8 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

(a) The Executive Committee shall consist of the elected Officers of the Board plus one ad hoc member selected by the President.

(b) The ad hoc member can serve during consideration of a single issue, for the year, or for any time period required at the discretion of the President.

(c) The Executive Committee shall have and exercise the authority of the Board to act on matters which must be decided before the next regular meeting of the Board but do not merit a special meeting of the Board.

(d) The Secretary shall inform the Board of Directors of the proposed meeting date and provide a brief agenda for the meeting.

(e) The Executive Committee shall keep regular minutes of its proceedings, file them with the Association records, and report on its proceedings for ratification by the Board.

SECTION 2. STANDING COMMITTEES

The Association shall have three standing committees: the Nominating Committee; the Long-Range Planning Committee; and the Bylaws Committee.

(a) The Nominating Committee is responsible for developing and managing procedures for recruiting and electing Board of Directors from the membership of the Association.

(b) The Long-Range Planning Committee is responsible for developing and updating the long-range plan of the Association.

(c) The Bylaws Committee receives proposed changes to the Bylaws; presents them to the Board for consideration and review; and presents them to the members at the Annual Meeting.

SECTION 3. OTHER COMMITTEES

(a) The Board may create other committees to accomplish specific goals for the Association.

(b) No committee will have and may not exercise the authority of the Board in the management of the Association.

(c) Members of these committees shall include at least one Board Director and one non-Board Association members.

(d) Committees may be chaired by members of the Association or the Board at the discretion of the Board.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by the provisions of these Bylaws concerning meetings of the Board. The Board may also adopt special rules and regulations pertaining to the conduct of meetings for committees, as long as these rules are consistent with the provisions of these Bylaws.

ARTICLE 9 MEMBERSHIP CHAPTERS

SECTION 1. DEFINITION OF A MEMBERSHIP CHAPTER

- (a) A Membership Chapter (herein referred to as a Chapter) is a geographically regional subset of members of the Association.
- (b) Each active Association member is eligible to become a member of one or more Chapters.

SECTION 2. CHAPTER REQUIREMENTS

- (a) Organization. Chapters are part of the Association and not separate organizations or corporations.
- (b) Size. Chapters must maintain a membership of ten active Association members to be recognized by the Association.
- (c) Bylaws. Each Chapter must vote and accept, in accordance with Association voting procedures, the Chapter Bylaws as established by the Association.
- (d) Meetings. Chapters must hold a minimum of four meetings each fiscal year to conduct business. One of these meetings must be regularly designated as the Annual Meeting for the purpose of electing Officers of the Chapter. Meetings shall be open to all Officers and Directors of the Association.

SECTION 3. CHAPTER DUTIES

- (a) Membership. All Chapter members must be active members of the Association. All membership data shall be maintained within the national office.
- (b) Records. Chapters must make all records, including but not limited to minutes, membership lists, bylaws, and financial records, available to all Officers of the Association.
- (c) Financial. Local chapters shall manage their finances in accordance with the Association's Financial Manual. All chapters shall use uniform chart of accounts categories provided by the Association, in order to allow for consolidated accounting. Chapters shall have the same fiscal year as the Association.
- (d) Suspension. The national Board may suspend the rights of Chapters for actions which are not in the interests of the Association.
- (e) Dues. Each Chapter shall have the authority to set their Chapter dues.

ARTICLE 10 ASSOCIATION RECORDS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Association shall keep the following records at a place designated by the Board:

- (a) Minutes of all meetings of Directors, committees of the Board, and all meetings of members. These minutes shall indicate the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.
- (d) A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by members at all reasonable times.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Association.

SECTION 3. MEMBERS' INSPECTION RIGHTS

Every member or member's agent or attorney shall have the following inspection rights, for a purpose reasonably related to the person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, within 10 days of submitting a written request to the Association. The written request shall state the purpose for which the member requests inspection rights. Member information may not be used for commercial gain by the person(s) requesting the information or others.
- (b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written request to the Association citing the reasonable purpose of the inspection.
- (c) The right to inspect includes the right to copy and make extracts. The Association may charge a reasonable fee to cover the cost of copying materials for a member. The Association may also provide electronic "read only" files instead of copies.

SECTION 4. ANNUAL REPORT

The Board shall distribute an annual report not later than 120 days after the close of the Association's fiscal year to all Directors of the Association and to any member who requests it in writing. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities of the Association at the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenue or receipts of the Association including the Association's annual conference and membership dues.
- (d) The expenses or disbursements of the corporation.
- (e) Any information required for a financial annual audit under Section 5 of this Article.
- (f) The annual operating budget of the Association.

SECTION 5. EXTERNAL FINANCIAL AUDIT

- (a) An external audit shall be conducted at a minimum of once every three years.
- (b) An official audit report shall be maintained in the Association records.

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

- (a) The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or designated agent of the Association to enter into any contract or execute and deliver any instrument on behalf of the Association.
- (b) Such authority may be general or confined to specific instances.
- (c) Unless so authorized, no Officer, agent, or employee of the Association shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. DRAFTS AND NOTES

Drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer and countersigned by the President, except as otherwise specifically determined by majority vote of the Board, or as otherwise required by law.

SECTION 3. DEPOSITS

All funds of the Association shall be deposited to the credit of the Association in any banks, trust companies, or other depositories selected by the Board or designated agent of the Association.

SECTION 4. GIFTS

The Board or designated agent of the Association may accept on behalf of the Association any contribution, gift, bequest, or devise given for the purpose of this Association.

ARTICLE 12 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT OF BYLAWS

- (a) These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the members present at a meeting where quorum is present as polled by one of the following methods, as determined by the Board: (i) by ballot without a meeting or, (ii) during the Annual Meeting.
- (b) Amendments may be submitted to members or placed on the ballot by the Board or by a petition signed by at least one-third of the members.
- (c) Any proposed amendment to the Bylaws shall be submitted by the Board to the entire membership at least 30 days prior to the deadline for returning ballots and, if applicable, the Annual Meeting.

ARTICLE 13 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

- (a) No member, Director, employee, or any other person connected with the Association, or any private individual, shall receive at any time any portion of the net earnings or pecuniary profit from the operations of the Association.
- (b) However, this provision shall not prevent payment of reasonable compensation for services performed for the Association, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board.

(c) No person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association.

(d) All members of the Association shall be deemed to have expressly consented and agreed that on such dissolution of the Association, whether voluntarily or involuntarily, the Association assets will first be used to satisfy all existing debt and then shall be distributed as required by the Association's Articles of Incorporation.

ARTICLE 14 TRADEMARK AND LOGO

SECTION 1. USE OF TRADEMARK AND LOGO

Protecting the trademarked name and logo of the Association is the responsibility of the Association and its Chapters as defined in the Bylaws. The trademarked name and logo are defined in its application to the US Trademark Office. To this end, the Association shall:

(a) Permit the use of its name and logo only in connection with programs and projects that have a direct relationship to the goals and purposes of the Association.

(b) Preclude the use of its name and logo by any individuals and/or groups in the promotion of unauthorized programs, projects and products.

(c) Grant a royalty-free, nonexclusive license to its authorized Chapters for the use of the Association logo. The Association shall retain full ownership of the mark and logo, and all statutory and common law rights in the mark and logo.

ARTICLE 15 AFFILIATE ORGANIZATIONS

SECTION 1. DEFINITION

An affiliate of the Association (hereinafter, an "Affiliate") is defined as a separate legal entity operating independently of the Association which has entered into and is currently subject to a Memorandum of Understanding between it and the Association (hereinafter, "MOU"), as defined below, and such MOU has been approved by the Board.

SECTION 2: PURPOSE

Upon prior approval by the Board, the Association may enter into agreements and/or contracts with Affiliates that support, augment, and further the purposes and activities of the Association.

SECTION 3: POLICY

(a) The Board shall not approve a MOU with a potential Affiliate (hereinafter, a "PA"), until it has first made a determination, in its sole and absolute discretion, that the PA has complied or will comply with the following requirements:

1. Establishment of bylaws, or other governing instrument, that will govern the organization and support the principles of the Association. A PA's governing instrument shall be deemed to support the principles of the Association if it includes the following provisions:
 - a. a mission statement that supports the Association's mission;
 - b. a requirement that the PA abide by the Association's Code of Ethics;
 - c. provisions which may be necessary or required by the Internal Revenue Code of 1986, as amended, for the PA to qualify for and/or maintain its desired tax status;

- d. if the PA is accredited by an accrediting organization, provisions which may be required or necessary for the PA to maintain such accreditation;
- e. description of the composition of the PA's governing body, including the number of Directors and any other requirements;
- f. specific grant of authority to designated Officer(s) of the PA to sign documents that bind the PA, including contracts and agreements with the Association; and
- g. identification of required and optional (if any) Officers, and a detailed description of the duties and obligations of each.

The determination as to whether the above provisions are sufficiently included in the PA's governing instrument shall be in the sole and absolute discretion of the Board.

- 2. Establishment of a written plan for a representative of the Association to be nominated for a position on the PA's governing body until the PA becomes an established Affiliate as determined by mutual agreement between GPA and the Affiliate. The determination as to whether the plan for such representation is acceptable shall be in the sole and absolute discretion of the Board.
- 3. Establishment of a written plan that will, upon approval of a MOU, establish an office or department in the Association's national office that will allow the Affiliate to maintain a close association with the Association. The plan shall describe how such office or department will be managed in such a way that is separate and distinct from the Association in order to maintain the Association's and the Affiliate's legal status as separate entities. The determination as to whether such plan for establishment of an office or department is acceptable shall be in the sole and absolute discretion of the Board.

(b) Upon the Board's approval of a MOU with a PA, the PA shall become an Affiliate. The President shall select the nominee(s) from the membership of the Association for a position on the Affiliate's governing body. The nominee's name shall be submitted to the Affiliate pursuant to the written plan described above in Subsection (a) 2. of this Section 3.

SECTION 4: FISCAL POLICIES

The Association and each Affiliate shall be subject to the following fiscal requirements, and such requirements shall be expressly stated in every MOU:

- a. the Association and the Affiliate shall maintain separate budgets;
- b. the Association and the Affiliate shall not commingle funds collected by either such organization;
- c. the Association shall not be liable for the separate debts, obligations, and expenses of the Affiliate; and
- d. upon termination of the affiliation, all funds and possessions received in the name of the Affiliate shall be turned over to the Association.

SECTION 5: MEMORANDUM OF UNDERSTANDING

(a) Each MOU shall contain the following provisions, subject to the approval by the Board, in its sole and absolute discretion:

- 1. an explanation of how the policies outlined in Sections 3 and 4 above will be implemented by the Affiliate; and
- 2. a clear identification and explanation of any exchange of services, funds or activities by between the Association and the Affiliate.

- (b) Each MOU shall be approved by both the Board and the Affiliate's governing body, and the MOU document shall be signed by representatives of both such organizations who have the authority to sign such documents.
- (c) Each MOU shall have a term, in months, years, or otherwise, and provisions for the manner of renewal of such term.
- (d) Each Affiliate shall have an active and approved MOU on file with the Association at all times.

SECTION 6: COMMUNICATION AND DESIGN

- (a) In order to maintain its status as an Affiliate, each Affiliate shall, within 30 days of the approval of its MOU with the Association, design and submit to the Board for approval a logo that aligns with the Association's image, but that uses a color scheme different from the Association's. The logo shall include the word "grant" and in doing so, shall maintain the same style of the letter "g" as is used in the Association's logo. Each logo shall require the approval of the Board, in its sole and absolute discretion, within 90 days of the Board's approval of each MOU.
- (b) Each Affiliate may establish its own communication methods. If the Affiliate maintains a website, it shall contain a link to the Association's website. Further, all electronic or print documents available to or distributed to the public, including members of both organizations, shall state that the Affiliate is an affiliate of the Association.

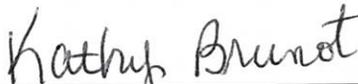
SECTION 7: TERMINATION OF AFFILIATION

In the event of a breach by an Affiliate of any of the provisions in this Article 15 or in its MOU, the Association may terminate such MOU, with no notice required. Such termination shall require the unanimous approval by a vote of the Board. Upon termination of a MOU with an Affiliate, such Affiliate shall thereafter be prohibited from using the Association's name and logo

IN WITNESS THEREOF, these Bylaws of the Grant Professionals Association (GPA) have been officially approved by the membership on the tenth day of November in the year of 2017, as evidenced by the signatures below.



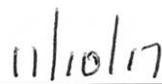
Nathan Medina, GPA President



Kathy Brundt, GPA Secretary



Date



Date