

**CHAPTER BYLAWS**  
**OF**  
**THE GRANT PROFESSIONALS ASSOCIATION**

Grant Professionals Association Board approved June 2, 2017.

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| <b>ARTICLE 1: CHAPTER NAME AND LOCATION</b> |
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This Chapter shall be known as Oregon and SW Washington Chapter and shall serve members within the following geographic location:

The State of Oregon and Southwest Washington area.

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| <b>ARTICLE 2: PURPOSE</b> |
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**SECTION 1. PURPOSE**

The purpose of the Chapter shall be to promote the mission of the Grant Professionals Association (hereafter “Association”) at a local level by functioning as a networking group of GPA members.

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.

**SECTION 2. ORGANIZATION**

1. Chapters are part of the Association and are not separate organizations or corporations. Chapters will act as a local networking organization, organizing events, and sponsoring programming that educates and promotes grant professionals.
2. A Regional Representative or other designee of the Association shall be designated from within the Association membership by the Association Headquarters to serve in the capacity of advisor to the Chapters within that region.
3. Chapters must maintain a minimum membership of ten (10) active Association members to be recognized by the Association.

## **ARTICLE 3. MEMBERSHIP**

### **SECTION 1. REQUIREMENTS FOR MEMBERSHIP**

1. Membership is open to Association members in good standing.
2. Membership is individual and non-transferable.
3. Membership is effective upon payment of Chapter dues and receipt is recorded by the Association.
4. No applicant shall be denied membership on the basis of race, creed, sex, physical disability, sexual orientation, or national origin.
5. Membership is maintained through payment of both Association and Chapter dues.

### **SECTION 2. DUES**

Each Chapter establishes Chapter dues at the Chapter application meeting.

1. Initial Chapter dues will be submitted with the Chapter charter application.
2. Chapters may establish a pro-rated policy for existing Association members to address overpayment of first year dues.
3. Chapters are responsible for establishing procedures for implementing, publicizing, and monitoring the pro-rated dues policy.
4. In order to comply with the Association's policy of coordinating annualized payment of Association and Chapter dues, the Association will bill members for Chapter dues and Association dues on the member's Association membership renewal date.
5. Change in Chapter dues shall be submitted to membership for a vote in favor by a majority of members either at the Chapter's annual meeting or at a special meeting.
6. The Chapter shall seek recourse through the Association Chapter Advisory Committee for grievances related to membership accounting matters and timely reimbursement of chapter dues for dues paid to the Association Office.

### **SECTION 3. MEETING OF MEMBERSHIP**

The Chapter membership shall meet at least four (4) times a year. Written or electronic notice shall be sent to all members at least one week prior to meetings.

1. One of the four (4) meetings must be regularly designated as the annual meeting.
2. Special meetings may be called by the President or shall be called by the Secretary upon written request of 33% of members. The written request shall set forth a designated meeting date and shall be delivered to the Secretary with sufficient time to allow for one (1) week's written notice to the membership.
3. One third (33%) of members shall constitute a quorum for the transaction of business at meetings of the Chapter. Members may attend electronically.
4. Each member present in person or electronically at a Chapter meeting shall be entitled to one vote.
5. Chapter meetings shall be open to all officers and directors of the Association.

### **SECTION 4. NONLIABILITY OF MEMBERS**

A member of this Chapter is not personally liable for the debts, liabilities, or obligations of the Chapter.

**SECTION 5. TERMINATION OF MEMBERSHIP**

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

1. The individual submits written notice of termination to the Chapter President or Chapter Secretary or their authorized agent personally, by mail, or by e-mail effective on the date of delivery.
2. The Board of Directors determines that the member has engaged in conduct materially and seriously prejudicial to the interests or purpose of the Chapter or the Association.
3. The Chapter receives notification from the Association that the individual failed to renew his or her membership by paying dues within 60 days of receiving a written or emailed notice of delinquency from the Association Secretary or other authorized person.

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| <b>ARTICLE 4: OFFICERS</b> |
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**SECTION 1. NUMBER OF OFFICERS**

The Officers of each Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. The positions of Secretary and Treasurer may be combined. These Officers will comprise the Executive Committee.

**SECTION 2. QUALIFICATIONS**

Nominees for office must be a member in good standing, which is, being current with both Association and Chapters dues.

**SECTION 3. ELECTIONS**

Election of Officers shall take place in conjunction with the Chapter's annual meeting. Procedures for elections are the same as in *ARTICLE 5: BOARD OF DIRECTORS*.

**SECTION 4. TERM OF OFFICE**

1. Officers shall be elected for a term of one or two years, as specified by the Chapter.
2. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected.
3. No Officer may hold the same Officer position longer than three (3) consecutive terms.

**SECTION 5. REMOVAL AND RESIGNATION**

1. Any Officer may resign at any time by giving written notice to the President or Secretary of the Chapter. Any such resignation shall take effect upon acceptance of such notice or at a date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
2. Any Officer with two (2) unexcused absences from any duly called meeting of the Chapter Board of Directors may be removed by the Executive Committee. The entire Executive Committee or any single Officer may be removed by a majority vote of the Chapter members.
3. Upon resignation or removal, any Officer will relinquish any proprietary materials to the President or Secretary.

### **SECTION 6. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer may be filled temporarily by appointment by the President until the next election. If the vacancy is for the position of President, the Vice-President shall fill the vacancy until the next election.

### **SECTION 7. DUTIES OF PRESIDENT**

The President shall be the Chief Executive Officer of the Chapter.

1. The President shall supervise and control the affairs of the Chapter and the activities of the Officers and Directors.
2. The President shall perform all duties incident to his/her office and such other duties as may be required by the law, by the Association's Articles of Incorporation, the Association Bylaws, Chapter Bylaws, or which may be prescribed from time to time by the Association Board of Directors.
3. The President shall serve as the Chair and preside over all meetings of the Executive Committee, Board of Directors, and at Chapter meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Chapter, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors on behalf of the Chapter.

### **SECTION 8. DUTIES OF THE VICE PRESIDENT**

In the absence of the President, or in the event of his or her 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.

The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors on behalf of the Chapter.

### **SECTION 9. DUTIES OF SECRETARY**

The Secretary shall:

1. 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.
2. Maintain minutes of all meetings of the Executive Committee, the Board of Directors, and Chapter meetings. Minutes shall be kept according to recognized published rules of procedure adopted by the Board.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Exhibit at all reasonable times to a Director, or to her or his agent or attorney, on request therefore, the Bylaws, the current membership list, and the minutes of the proceedings of the Officers and Board of Directors of the Chapter.
5. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to her or him from time to time by the Board of Directors.

**SECTION 10. DUTIES OF TREASURER**

Subject to the provisions of the Association’s Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

1. Have charge and custody of, be responsible for all funds and securities of the Chapter, and deposit all such funds in the name of the Chapter in such banks, trust companies, or other depositories.
2. Receive, and give receipt for, money due and payable to the Chapter from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Chapter as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Chapter’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. 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.
6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Chapter.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, Association’s Bylaws, by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**ARTICLE 5: BOARD OF DIRECTORS**

**SECTION 1. STRUCTURE OF THE BOARD OF DIRECTORS**

The Executive Committee will serve in the function and capacity of the Chapter Board of Directors while being in compliance with *ARTICLE 4: OFFICERS*.

**SECTION 2. OPTION FOR VARIANCE IN STRUCTURE OF THE BOARD OF DIRECTORS**

In order to provide for the variances in size and geography of Chapters, a Chapter may choose at its discretion to extend Chapter leadership beyond the Executive Committee by adding Board positions.

1. After formation of the Chapter, the Executive Committee may place a motion before Chapter members to expand the Board of Directors to include the Executive Committee and additional members with voting privileges.
2. The motion will state the number of Directors to be included in the expansion.
3. The motion will state the roles and duties of the additional Board members.
4. The motion will state the effective date for the change in structure of the Board of Directors.
5. The motion shall require a two-thirds (67%) affirmative vote of the Chapter members either in person or electronically to be adopted.

**SECTION 3. QUALIFICATIONS**

Any nominee for office must be a member in good standing, which is, being current with both Association and Chapter dues.

#### **SECTION 4. ELECTIONS**

The Chapter Board of Directors shall establish a written policy for nominating and electing Officers and/or Directors that corresponds with the size and scope of its membership. Consideration can be provided for a nominating committee, nominations from the floor, electronic voting, onsite voting, and any other considerations that will enhance member participation. Chapters may choose to stagger elections in Officer and/or Director positions.

1. Officers will be elected by a majority vote of those submitting votes through the procedure established by the Board of Directors.
2. If applicable, Directors will be elected by a majority vote of those submitting votes through the procedure established by the Board of Directors.
3. Election of Officers and/or Board of Directors shall take place in conjunction with the Chapter's annual meeting.

#### **SECTION 5. TERM OF OFFICE**

1. Directors shall be elected for a term of one or two years as specified by the Chapter.
2. Each Director shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected.
3. No Director may hold the same Director position longer than three (3) consecutive terms.

#### **SECTION 6. REMOVAL AND RESIGNATION**

1. Any Director may resign at any time by giving written notice to the President or Secretary of the Chapter. Any such resignation shall take effect upon acceptance of such notice or at a date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
2. Any Director with two (2) unexcused absences from any duly called meeting of the Chapter Board of Directors may be removed by the Executive Committee. The entire Board or any single Board member may be removed by a majority vote of the Chapter members.
3. Upon resignation any Director will relinquish any proprietary materials to the President or Secretary.

#### **SECTION 7. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer or Director may be filled temporarily by appointment by the President until the next election.

#### **SECTION 8. IMMEDIATE PAST PRESIDENT**

The past President may serve on the Board as Immediate Past President for one year after leaving office. Any person removed for cause or no cause is not eligible to serve.

#### **SECTION 9. MEETINGS OF THE CHAPTER BOARD OF DIRECTORS**

1. The initial meeting of the Chapter Board of Directors shall be within sixty (60) days following formation of the chapter.
2. Thereafter the Chapter Board of Directors shall establish a schedule for meetings for conducting chapter business.

#### **SECTION 10. QUORUM FOR MEETINGS**

1. One third (33%) of the Chapter Board of Directors shall constitute a quorum for the transaction of business. Members may attend electronically.

2. 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 by law).
3. Meetings adjourned for lack of quorum shall be noted in the meeting minutes.

#### **SECTION 11. CONDUCT OF MEETINGS**

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, or with any provision of law.

#### **SECTION 12. 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:

1. 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
2. A vote is taken by electronic mail, in which all Directors are notified in advance of the issue and, after a reasonable amount of discussion, Directors will vote. In the absence of unanimous participation, a 60% vote of the Board is required for passage.

#### **SECTION 13. AUTHORITY TO TRANSACT**

The Chapter Board of Directors shall have the authority to transact all business and take such action as is consistent with the purposes set forth in these Bylaws, and the policies, code of ethics, and Association Bylaws.

#### **SECTION 14. COMPENSATION**

1. Directors shall receive no compensation for the performance of their regular duties as Directors or committee members.
2. Directors shall be allowed reasonable reimbursement of expenses incurred in performing their regular duties.
3. Directors may be compensated for special services to the Chapter, 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 15. NON-LIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Chapter or its members for monetary damages for a breach of the Directors' or Officers' fiduciary duty.

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| <b>ARTICLE 6: FISCAL YEAR</b> |
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The Chapter's fiscal year shall be the same as that of the Association's - January 1 to December 31.

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| <b>ARTICLE 7: CHAPTER FINANCIAL DUTIES</b> |
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Local chapters shall manage their finances in accordance with the Association's Financial Manual.

## **ARTICLE 8: DISSOLUTION OF CHAPTER**

Dissolution of a Chapter can occur under the following circumstances,

### **SECTION 1. CHAPTER MEMBERSHIP FALLS BELOW TEN (10) MEMBERS**

1. In the event that a Chapter's membership falls below ten (10) members the Association Office will notify the Chapter President via e-mail that the Chapter does not currently meet the Association's minimum qualifications and that the Chapter will be placed on temporary suspension for up to six months while measures are taken by Chapter members to restore the Chapter to active status. Chapters are requested to acknowledge receipt of the notice to the Association representative initiating the notice within seven days of the date of the e-mail.
2. If a response is not received within two weeks, notice of the Chapter's status will be sent to the Chapter President via certified mail, return receipt requested, indicating that the chapter will be placed on Inactive Status for up to six months while Chapter members work to restore the Chapter to active status.
3. The Regional Representative or other designee of the Association will be copied on all correspondence.
4. If at the end of six months, the Chapter has not established a membership of ten (10) members, the Chapter may be disbanded.
5. The Regional Representative or other designee of the Association will oversee the dissolution.
6. The Regional Representative or other designee of the Association will call a meeting of the Chapter membership for the stated purpose of Chapter dissolution, providing a minimum two-week notice. Members can attend in person or electronically.

#### **Meeting Requirements:**

- a. Minutes will document the proceedings of the meeting.
  - b. The Regional Representative or other designee of the Association will identify all Chapter documents, assets, and obligations that must be addressed due to dissolution and designate dates and times for closure. (Examples: contracts for meeting venues or outstanding bills)
  - c. Any funds not disbursed will be retained by or forwarded to the Association Office. This will be in accordance with Association Bylaws, *ARTICLE 9. MEMBERSHIP CHAPTERS, SECTION 3. CHAPTER DUTIES*, (c) Financial.
  - d. Evidence of completion of identified chapter dissolution duties will be provided to the Regional Representative or other designee of the Association within thirty days of the dissolution meeting.
7. The Regional Representative or other designee of the Association will provide details of the action taken and the reasons for the dissolution of the Chapter to the Association Board of Directors in a letter addressed and mailed to the Association Office.

### **SECTION 2. A CHAPTER REQUESTS DISSOLUTION**

1. Chapter members shall, at a regular business meeting or at a duly called special meeting of the Chapter, affirm that the Chapter does not desire to continue as a recognized Chapter of the Association and state the reasons for the request for dissolution. The vote may be submitted in person or electronically.
2. Minutes of the meeting with the request will be submitted to the Regional Representative or other designee of the Association within five days of the meeting.



3. The Regional Representative or other designee of the Association, in cooperation with the Chapter and Association Office staff will explore options to keep the Chapter viable.
4. If all efforts are exhausted, the Regional Representative or other designee of the Association will oversee the dissolution of the Chapter.
5. The Regional Representative or other designee of the Association will call a meeting of the Chapter membership for the stated purpose of Chapter dissolution, providing at minimum a two-week notice. Members can attend in person or electronically.

Meeting Requirements:

- a. Minutes will document the proceedings of the meeting.
  - b. The Chapter President or presiding Officer will entertain a motion for dissolution of the Chapter, which must pass by a majority of the membership.
  - c. The Regional Representative or other designee of the Association will identify all Chapter documents, assets, and obligations that must be addressed due to dissolution and designate dates and times for closure. (Examples: contracts for meeting venues, or outstanding bills)
  - d. Any funds not disbursed will be retained by or forwarded to the Association Office. This will be in accordance with Association Bylaws, *ARTICLE 9. MEMBERSHIP CHAPTERS, SECTION 3. CHAPTER DUTIES*, (c) Financial.
  - e. Evidence of completion of identified chapter dissolution duties will be provided to the Regional Representative or other designee of the Association within thirty days of the dissolution meeting.
6. The Regional Representative or other designee of the Association will provide details of the action taken and the reasons for the dissolution of the Chapter to the Association with a letter addressed and mailed to the Association Office.

**SECTION 3. CHAPTER REQUEST TO BE PLACED ON INACTIVE STATUS**

In some situations a Chapter might need time to reorganize without requesting formal dissolution.

1. A Chapter may request to be placed on Inactive Status for a six (6) month period. The request will include the Chapter's reasons for the request and a copy of the Chapter minutes recording the majority vote of members taken in person or electronically, at a regular business meeting or at a duly called special meeting of the Chapter.
2. The Request will be submitted to the Association Office.
3. A one-time extension of six months will be granted if requested. At the end of the period, the Chapter must resume active status or proceed with the Chapter Dissolution process as described in *Section 2*.

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| <b>ARTICLE 9: BYLAWS AND AMENDMENTS</b> |
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**SECTION 1. CONSISTENCY WITH ASSOCIATION BYLAWS**

No section of Chapter Bylaws will conflict with the Bylaws of the Association.

**SECTION 2. AMENDMENT**

Proposed bylaw changes must be submitted to the Chief Executive Officer of the Association. The Chief Executive Officer will present recommendations to the Association Board of Directors.

**SECTION 3. APPROVAL**

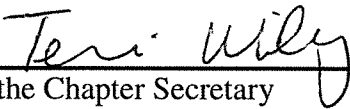
The Association Board of Directors must approve the bylaws for adopted use by current and future chapters by a two-thirds (67%) vote.

The Association Board of Directors will require each Chapter to submit a signed copy of the approved bylaws to the Chief Executive Officer.

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| <b>ADOPTION OF BYLAWS</b> |
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The foregoing were adopted as the Oregon & SW Washington Chapter Bylaws

on this 21st Day of July, 2017.

  
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Signed by the Chapter Secretary