

**ASSOCIATION FOR RESEARCH ON NONPROFIT ORGANIZATIONS
AND VOLUNTARY ACTION**

**BYLAWS
(As amended and restated August 15, 2007)**

I. Name

The name of the organization is the Association for Research on Nonprofit Organizations and Voluntary Action (hereinafter the “Association” or “ARNOVA”).

II. Incorporation and Tax Status

ARNOVA is incorporated in the District of Columbia, in compliance with the District of Columbia Official Code, Title 29, Chapter 3, and has qualified as a tax-exempt public charity under I.R.C. §§ 501(c)(3) and 509(a).

III. Purposes

As described more fully in the Articles of Incorporation, ARNOVA is a community of people dedicated to fostering through research the creation, application and dissemination of knowledge on voluntary action, nonprofit organizations and philanthropy.

IV. Membership

A. General Provisions. As provided in these Bylaws and in accordance with procedures adopted by the Board of Directors, all members of the Association must be individuals or institutions who support the purposes of the Association. Such persons or institutions may become members upon application and the payment of the dues for the appropriate class of membership. Membership shall lapse automatically unless the current year’s dues are paid within six months of expiration, unless the executive director, in his or her discretion, determines otherwise.

B. Classes of Membership. ARNOVA has two classes of members.

1. Individual Member: An individual member is a natural person and is entitled to vote for Directors and on other matters on which a member vote is required by law, these bylaws, or the articles of incorporation. In addition, an individual member is entitled to any other benefits of membership as determined by the Board of Directors.

2. Institutional Member: An institutional member is an organization and is entitled to designate one natural person (by name or office) to vote in elections for Directors and on other matters on which a member vote is required by law, these bylaws, or the articles of incorporation. In addition, an institutional member is entitled to bestow other benefits of membership upon natural persons with whom it is affiliated, as these benefits are determined by the Board of Directors.
3. Participation by Nonmembers: The Board may permit one or more forms of participation in the activities of the Association separate from membership on such on terms and conditions as it determines.

C. Member Meetings and Action

1. An Annual Membership Meeting shall be held, either in conjunction with the annual conference of the Association, in the same city and place as such annual conference, or at such other time and place as may be determined by the Board of Directors. The Association shall give to the membership at least 30 days' written notice of the date and time and place of the Annual Membership Meeting in writing through the Association's newsletter or otherwise.
2. Special Meetings. Special Membership Meetings may be called by the President or by the Board of Directors upon 30 days' written notice to the membership of the date and time of the meeting and its agenda. The Association must call a Special Membership Meeting if a written request for such a meeting is submitted to the President and Secretary by twenty-five or more individual or institutional members.
3. Quorum. Twenty-five individual or institutional members shall constitute a quorum for any Annual or Special Membership Meeting.
4. Agenda. The agenda for the Annual Membership Meeting may include any matter relating to the affairs of the Association as the Board sees fit and shall provide an opportunity for the introduction of new business by members. However, the President, or other chair of the meeting, may rule that a matter of new business requiring a decision of the membership must be first put to a vote of the membership by mail or electronically. The agenda for each Special Membership Meeting must be limited to those matters identified by the notice of the meeting.
5. Voting. Voting at any Annual or Special Membership Meeting may be by oral or written ballot. All action at a membership meeting at which a quorum is present shall be by majority vote of the members present and voting at the meeting. Proxy voting is not permitted. Voting in elections and on all other matters not occurring at an Annual or Special Membership meeting may be conducted by mail, email, or any other means of electronic communication,

provided that the member voting has previously authorized such method of voting in the membership application or otherwise.

6. Election of Board of Directors. The individual and institutional members elect the Directors specified in section V.A of these Bylaws. Elections take place pursuant to procedures approved by the Board.

D. Changes to Membership Requirements. The Board of Directors may make such changes to membership requirements as it deems necessary, except that members' voting rights may not be abridged without approval by a vote of the affected members.

V. Board of Directors

A. Number and Composition. The Board of Directors of the Association is fixed at 15 persons, and includes the four officers enumerated in Article VI of these Bylaws (the President, the Immediate Past President or President-Elect, the Secretary, and the Treasurer) plus eleven additional At-Large Directors. All of the forgoing, referred to in these Bylaws as "Directors," are elected by members of the Association. Every Director must be a member of the Association in good standing. The executive director of the Association, the editor or editors of *Nonprofit and Voluntary Sector Quarterly*, and the chair or chairs of the Conference Committee, if not elected as Directors, are ex-officio, nonvoting members of the Board, are not elected by the members, and do not count towards a quorum.

B. Term and Term Limits.

1. Except in the case of elections by the Board of Directors to fill vacancies for unexpired terms, each At-Large Director shall be elected for a term of two years, with the terms staggered so that the terms of half (or, if there is an odd number of At-Large Directors, approximately half) of the At-Large Directors will expire at the close of each Annual Membership Meeting. Newly elected At-Large Directors take office at the conclusion of the first Annual Membership Meeting subsequent to their election.
2. With the exception of the President-Elect, no person may serve more than two consecutive full terms on the Board. Any person, regardless of previous Board service, may be elected as President-Elect; however, the current President and Immediate Past President may not run for President-Elect until at least one Annual Membership Meeting has been held following completion of the previous term in either office.
3. If a vacancy occurs for any reason or if any Director becomes unable to serve, the Board may appoint, from among the members of the Association in good standing, a replacement to serve until the end of the incumbent's term.

4. A Director may resign upon written notice to the President and Secretary, effective immediately or at any later stated date.

C. Board Meetings.

1. Meetings. The Board of Directors shall hold a regular meeting in each calendar year in conjunction with the Annual Membership Meeting, and may hold such additional regular meetings as may be determined by Board resolution. The President may call a special meeting at any time and for any purpose, and shall call a special meeting for the indicated purpose on receipt of a request from any three or more Directors. The President chairs meetings of the Board. All actions taken by the Board, whether at a regular or special meeting, must be recorded by the Secretary in the minutes.
2. Telephonic Attendance at Meetings. Directors may attend meetings in person or by telephone. When telephonic communication will be used to permit one or more Directors to participate in a Board meeting, the Association will arrange for a telephone connection that permits every Director in attendance, whether in person or by telephone, to hear all discussion and to speak when recognized.
3. Quorum. One-half of the number of currently serving Directors is a quorum of the Board. On any matter for which one or more Directors is recused by virtue of a conflict of interest, the number of Directors shall be reduced by the number of recusals for the purpose of calculating the quorum. In no event, however, may the quorum be less than one-third of the full Board; that is, when the number of Directors is fixed at 15, the quorum is five.
4. Notice. No notice is required for regular Board meetings. The Secretary shall provide at least 14 days notice, by any convenient means, of any special Board meeting. The notice of any special meeting must identify any and all matters that may properly be included in its agenda.
5. Agendas. The agenda for each regular Board meeting may include any matter relating to the affairs of the Association and must provide an opportunity for the introduction of new business by any Director. The agenda for each special Board meeting must be limited to those matters identified by the notice of the meeting.
6. Director Voting. The vote of a Director at a meeting is counted only if that Director is present, either in person or participating telephonically. Proxy voting is not permitted.
7. Action Without a Meeting by Unanimous Written Consent. The Board may act without a meeting by circulating to all Directors a written or electronic notice of the intended action. Such action will become effective on the later of the date specified in the notice or the date when the Secretary has received a

signed and dated written consent from all current Directors and recorded such action in the minutes.

D. Board Policies. The Board may adopt policies to guide the Board's actions and the affairs of the Association, so long as these policies do not conflict with the Articles of Incorporation or these Bylaws. Such policies shall be maintained in the Board Policy Manual, which will be made available to the membership.

E. Board Committees and Advisory Committees.

1. In General. The Board may establish any standing and ad hoc committees as may be convenient for the conduct of the Association's affairs, and may reconstitute any Board committee described below. The term, membership, method of appointment, and duties or responsibilities of each committee must be specified in a charter adopted by the Board and maintained in the Board Policy Manual. However, the executive committee may only be composed of Directors; any other committee having a duty or responsibility to act for the Board, by delegation of its authority, must include at least two Directors, although persons who are not Directors may serve on such other committees but not vote. A committee acting for the Board must maintain minutes of its actions, and must report actions taken since its last report at the next regular or special meeting of the Board.
2. The Executive Committee. The executive committee has five members: The President, the Secretary, the Treasurer, an At-Large Director elected annually by the Board at its regular meeting held in conjunction with the Annual Meeting, and either the President-Elect or, as determined by the President, either the Immediate Past President or a second At-Large Director elected by the Board. The President chairs the executive committee. The executive committee may take any action necessary for the conduct of the Association's affairs in the interval between meetings of the Board, except for those actions reserved for action by the Board under relevant statutes or regulations. Subject to these Bylaws and to its charter, the executive committee may establish from time to time its own rules and procedures for the schedule of, notice for, and conduct of its meetings. A quorum of the executive committee is three members.
3. Finance and Audit. The Board may constitute a Finance and Audit Committee or two committees to serve these functions separately. Any committee or committees assigned these functions must have at least three members, a majority of whom must be Directors. A Finance Committee, chaired by the Treasurer, is responsible for working with the executive director in preparing the Association's budget, reviewing expenditures, and investing assets. If a separate Audit Committee is constituted, it shall direct and oversee any audit or review that may be made of the Association, as authorized by the Board. Such committee or committees shall make regular

reports to the Board, and shall advise the Board of the Association's financial health and performance from time to time.

4. Standing Committees. To assist the Board in its functions, the Association will have four standing committees: Development, Membership, Conference, and Nominations. The chair of the Nomination Committee must be a Director; the chairs of the Development, Membership, and Conference Committees may, but need not, be Directors. A committee chair, whether or not a Director, is expected to attend Board meetings in order to make appropriate presentations. The process for selection and the term of the chair of each standing committee, and the committee's responsibilities, will be determined by the committee's charter.

F. Removal of Directors. At a Special Meeting called for this and any other purposes according to the procedure in section IV.C.2 of these Bylaws, the members may direct that a vote of the membership be held to remove any Director. Such a vote must be conducted by a mail ballot and, to be counted, a ballot must be received within 45 days of the adjournment of the Special Meeting at which the motion to conduct the vote was adopted. The number of votes cast in this balloting must equal or exceed the quorum required for a Special Meeting and a majority of the votes cast is required to remove the Director.

VI. Officers

A. Officers of the Association. The officers of the Association are the President, the Secretary, the Treasurer, and, in alternate years, the President-Elect or Immediate Past President.

B. Terms of Office.

1. Term of President. The President-Elect becomes President, to serve for two years as such, upon adjournment of the second Annual Membership Meeting following election as President-Elect. If the President resigns or becomes unable to serve, the President-Elect shall serve as President for the unexpired term of the President who resigns or becomes unable to serve as well as the succeeding term for which such person would serve under these Bylaws. If there is no President-Elect, then the Board shall select from among the Association's membership a person to serve until close of the first Annual Membership Meeting following the election of a President to serve a two-year term. Upon the President's completion of his or her term, the President will become Immediate Past President for a term of one year.
2. Term of Other Officers. The Secretary and the Treasurer are nominated and elected as provided in section IV.C.6 of these Bylaws to hold office for a term of two years, beginning at the conclusion of the first Annual Membership Meeting subsequent to their election.

3. Resignation and Vacancies. An officer may resign upon written notice to the President and Secretary, effective immediately or at any later stated date. If a vacancy occurs due to resignation or for any other reason, the Board may elect, from among the members of the Association in good standing, a replacement to serve until the end of the incumbent's term.

C. Description of Offices.

1. The President or the President's designee shall preside at all meetings of the Association and of the Board. During the President's term of office he or she shall plan and superintend the program of the Association, subject to the directions and approval of the Association. The President shall superintend the performance of all activities of the Association and shall keep the Association informed and carry out its decisions. The President shall perform such other duties and acts as usually pertain to the office or as may be designated by the Association.
2. Treasurer. The Treasurer shall keep or cause to be kept proper books of account and other financial records, and shall work with the Association's outside accountants. As provided in section V.E.3 of these Bylaws, the Treasurer chairs the Finance Committee and shall keep any records of that committee.
3. Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Association and of the Board, whether assembled or acting under submission, and shall be responsible for ensuring that the books and records of the Association are preserved (normally, by the executive director at the Association's executive office).

D. Role of Executive Director. The executive director is not an officer of the Association. He or she attends all Board and committee meetings except for: executive sessions of the Board; executive sessions of the Executive Committee; meetings of the Audit Committee or that portion of any meeting of the Finance and Audit Committee during which that committee is acting as the Audit Committee; and that portion of any Board or committee meeting at which the tenure, performance, or compensation of the executive director is under consideration. The Board may delegate to the executive director such powers to act for and to bind the Association, including making payments, incurring obligations, and entering into contracts and other agreements, as it may from time to time determine will advance the interests of the Association.

VII. Conflicts of Interest

All officers, other Directors, and members of committees shall serve without compensation, other than reimbursement for reasonable expenses as authorized by the Board. As so limited, the Board may adopt one or more conflict-of-interest policies applicable to Directors, officers, employees, and others dealing with the Association, and

covered persons shall make such disclosures as may be required. The Association's conflict of interest policy or policies shall be maintained in the Board Policy Manual. If a conflict is implicated by a decision or transaction under contemplation by the Association, the affected person shall, in addition to disclosing all material information regarding that conflict, recuse himself or herself from consideration of the relevant decision or transaction.

VIII. Indemnification

Indemnification shall be provided as stated in the Articles of Incorporation.

IX. Insurance

The Association shall keep current a policy of directors' and officers' liability insurance and other policies of insurance, in such amounts as are reasonable under the circumstances.

X. Publications

The Board, in its discretion, shall cause to be published by the Association such publications as befit its purposes and resources.

XI. Sections

The Board shall establish principles, policies, and procedures for the establishment, operation, and termination of sections (or subgroups) within the Association. All such sections (or subgroups) shall operate within the principles, policies and procedures established by the Board.

XII. Amendment

These Bylaws may be amended by a majority vote of the Board of Directors with the approval of a two-thirds majority of those members of the Association who are eligible and voting, such approval to occur either through a balloting of the membership or at a Membership Meeting the notice for which has included notification of the proposed change or changes. Amendments will take effect immediately upon approval by the Membership or at any later specified date.