

NEW ENGLAND DEVELOPMENT RESEARCH ASSOCIATION BYLAWS

Changes approved by Membership Spring 2021

ARTICLE I - NAME OF ORGANIZATION

The name of the organization shall be the New England Development Research Association (here unto after referred to as NEDRA or the Association), a chapter of Apra, a private nonprofit association.

ARTICLE II - PURPOSE AND METHOD

The purpose of the Association shall be:

- to promote professional status of the prospect development field, including prospect management, development research, and fundraising analytics;
- to provide educational information focusing on, but not limited to, research and related skills exchange;
- and to foster networking support.

These purposes shall be carried out through meetings, programs, and other activities.

ARTICLE III - MEMBERSHIP

The Association's membership will be open to individuals who seek a positive association with the development research community and whose terms of affiliation shall not be contrary to the goals of the Association, and who shall uphold the responsibilities and integrity of the Association without conflict of interest. In order to be a member in good standing, a member must agree to uphold NEDRA's Bylaws and Code of Conduct. Member activity that is in conflict with the Bylaws or Code of Conduct will be reviewed by the Board of Directors for potential action up to and including revocation of membership.

There will be an annual individual membership fee for anyone joining the Association. For purposes of membership the year shall be defined as beginning on the day on which membership becomes active and ending on the same calendar date of the following year.

The membership fee will be determined by the Board of Directors. There will be no prorating of dues. No organization or group rates are available.

Membership may be terminated or have other discipline imposed for "cause," which means violation of these Bylaws or the NEDRA Code of Conduct. Termination or other discipline shall be imposed only upon two thirds vote of the entire Board of Directors; provided that the Member shall have been furnished a full statement of charges and shall have been afforded adequate opportunity for a hearing. In addition, any Member who becomes ineligible for membership or who is more than sixty (60) days in default in the payment of any dues or charges shall have her/his membership terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors. Future reinstatement may be considered by the board of directors on a case-by-case basis.

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ARTICLE IV - BOARD OF DIRECTORS

SECTION A - BOARD MEMBERSHIP

The Association shall be governed by an elected Board of Directors composed of at least eleven members of the Association.

SECTION B - TERM OF OFFICE

Each Director shall be elected through a process of nomination and under the authority of the bylaws of the Association serve one (1) but not more than three (3) consecutive terms, a term being two (2) years. Furthermore, a Director may be re-elected so long as the Director remains in good standing and is deemed by a majority of the Board to be eligible for continued membership. The term of office shall be July 1 through June 30.

Each elected Board member shall have an equal vote of not more than one (1) and shall forfeit that vote if absent from a regular Board meeting. In the event that said Board member is unable to attend a Board meeting, that Board member may designate an alternate who may execute the Director's vote and that alternate's vote shall have an equal value of not less than one (1).

SECTION C - ELECTION OF DIRECTORS

Nominations shall be received by a Nominating Committee at least 30 days prior to the Annual Business Meeting. The Nominating Committee shall be named by the Board and be composed of at least five (5) members, including: two Board members; at least one non-Board member; and the president and immediate past president, who serve as ex-officio members with voting privileges. In the event that the immediate past president is unable or unwilling to serve on the Nominating Committee, the position shall be filled by another member approved by the Board. Nominations will be accepted from any member of the Association. A nominee must also be an Association member in good standing at the time of nomination. Election of Officers and Directors will be determined by a majority of votes cast by the membership, and the new slate of Officers and Directors will be announced at the Annual Business Meeting.

SECTION D – ELECTION OF OFFICERS

The Board of Directors shall nominate candidates from amongst the Board as President. The Board of Directors will vote to elect the President from candidates nominated. No more than 33% of the Board shall be consultants or employees of for-profit companies at any one time.

The President appoints the other officers from among the Board members. A current Board member can be nominated as an Officer without an extension of the member's term of service. Upon the resignation of an Officer, the Board can appoint a Director to complete the Officer's term. The President will serve

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for a two-year term. If the President is appointed in his or her last eligible year of directorship, that person's term will be extended by one year.

Officers must be members of Apra. If necessary, NEDRA may choose to pay the membership dues to Apra for its Officers.

SECTION E - VACANCIES ON THE BOARD

A vacancy on the Board shall be said to occur when and if a Director becomes disqualified, deceased, resigns, or whenever the Board shall elect to increase its membership. When a vacancy occurs, the Board will nominate and approve a new Director from the membership-at-large to fill the term of office of the former Director.

SECTION F - STRUCTURE OF THE BOARD

The Board shall be composed of four (4 or 5*) Officers and a minimum of seven (7) Directors:

Officers:

President

Chairs all meetings, acts as spokesperson for the membership-at-large and sets the agenda for the Board meetings.

Vice-President

Acts as President in the President's absence.

Secretary

Oversees the creation, maintenance and archiving of Board Materials including meeting minutes.

Treasurer

Maintains financial oversight of the Association.

Immediate Past President

Serves as an advisor to the President; delivers to her/his successor in office all pertinent materials for which she/he is responsible; performs other duties as may be assigned by the President and/or Board of Directors. A director whose term ended in the prior year may choose to stay on for a 7th year to serve in this role.

* The Immediate Past President role may be vacant if the immediate past president no longer serves as a Director.

Directors:

At least seven (7) Directors whose responsibilities include promoting the aims of the Association and assisting the Officers with their duties.

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SECTION G - MEETINGS

The Board of Directors shall meet at least four (4) times during each fiscal year. A business meeting open to the Members shall be held at least once per fiscal year. The annual business meeting may be held in conjunction with the Annual Conference.

Not less than three-quarters (3/4) of the elected Directors shall be required in attendance to constitute a quorum, with not less than a majority of those present voting in order that an issue be approved or ratified.

SECTION H - POWERS AND AUTHORITY

The Board of Directors shall have the ultimate authority to make and execute all rules, policies and/or decisions necessary in order to conduct the affairs of the New England Development Research Association in an efficient manner.

SECTION I – REMOVAL OF DIRECTORS

Any Director absent for two (2) consecutive meetings (or the retreat and one meeting) without reasonable or sufficient cause may be removed from office. A Director may also be removed for other cause by two-thirds (2/3) vote by the Board. The Board must determine, in their judgement, whether the best interest of the Association would be served by such removal.

ARTICLE V - DISSOLUTION OF INCORPORATION

At such time as the Board of Directors will see fit, by a majority vote of the board and a majority of the votes cast by the membership, to dissolve NEDRA due to lack of membership, diminished interest, or other reasons, all funds remaining in the treasury after payment of debts will be given to another, similar, non-profit organization. The recipient of these funds will be chosen at the discretion of the Board of Directors.

ARTICLE VI - AMENDMENTS TO THE BYLAWS

The bylaws of NEDRA may be amended or repealed as deemed appropriate by majority vote of the Board of Directors and ratified by a majority of votes cast by the membership.