Approved at Annual Meeting February 27, 2023

BYLAWS

of

THE ASSOCIATION FOR CHRISTIAN FUNDRAISING

ARTICLE I OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Association for Christian Fundraising (the "Association" or "ACF") shall be in the state of residence of the Executive Director.

Section 2. Registered Office and Agent. The Association shall have and continuously maintain a registered office and a registered agent in the State of Missouri, as required by the State of Missouri Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II MEMBERSHIP

Section 1. Qualifications. All members subscribe to ACF's Values and Mission, Code of Ethics and the Donor Bill of Rights.

Section 2. Classes. There shall be the following classes of Members:

A. Members. Members shall consist of those individuals who have professional responsibility in fundraising, public relations, communications or who support development;

B. Retired Members. Retired Members shall consist of those individuals who no longer practice as paid development professionals, who had been Members for at least four years.

C. Student Members. Student Members shall consist of those individuals who are enrolled full-time in a post-secondary education program of an accredited educational institution, or who are serving an internship on stipend only. Membership in this category is limited to a two-year duration.

Section 3. Voting Rights. Members who have paid the annual membership dues shall have the right to vote at the annual meeting of the Members as well as to vote on such other issues as the Board may choose to bring before the Members.

Section 4. Removal. Any Member may be removed from membership by a majority vote of the Board of Directors only for cause, which may include criteria such as violation of the Association's Code of Ethics or other criteria as the Board of Directors may determine from time to time.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. An annual meeting of the Members of ACF for the purpose of electing Members of the Board of Directors, approval of any amendments to the Bylaws that may be proposed by the Board, and for the transaction of such other business as may be brought before the meeting, shall be held at such time as determined by the Board of Directors.

Section 2. Special Meetings: A special meeting of members may be called at any time by the President of the Association, by a simple majority of all members of the Board, or by petition duly filed with the Board and signed by not less than a simple majority of members of the Association. The location of such meetings will be established by the Board.

Section 3. Notice of Meetings: Notice of the place, date, and hour of any meeting of the Association shall be given not less than ten days prior to the meeting by mailing notice, including by electronic mail and/or posting on the Association website, of such a meeting to the last known address of each member of the Association.

Section 4. Actions without Meeting: Members may act on any matter without a meeting if a consent in writing is setting forth the action so taken shall be signed by two thirds (2/3) of the Members.

Section 5. Quorum and Voting. Each Voting Member in good standing shall have one vote at any meeting of the Members. Those Voting Members present at any duly called meeting shall constitute a quorum for the transaction of business, except as otherwise provided by law. Every decision by a majority of those present and voting shall be valid as an act of the Association unless a larger vote is required by law, the Articles of Incorporation, or these bylaws.

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Association, which shall supervise and control the business, property, and affairs of the Association, including the hiring and evaluation of the Executive Director, except as otherwise expressly provided by law, the Articles of Incorporation of the Association, or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors shall be at least ten (10) in number, all of whom shall be elected by the Members of ACF and all of whom must be Voting Members. Four shall be the elected officers, and the remainder shall be Members-at-Large.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the Voting Members at the annual meeting of the Members. The term of office for elected directors shall be three years. Directors shall serve no more than two elected terms in succession, and they must wait at least one fiscal year before being elected again.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President. Written notice of resignation of the President should be provided to the Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. Vacancies of elected directors shall be filled by majority vote of the elected directors. The director so appointed shall serve the balance of the applicable term and shall hold office until his or her successor is elected. The period of the appointment to the vacancy, and the previous director’s term of office, will not count against the newly appointed director’s eligibility for election.

Section 7. Regular Meetings. The Board of Directors of the Association shall be held at least quarterly, at such time, day, manner and/or place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, manner and/or place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 10 days previous to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A quorum for the transaction of business of the Board of Directors shall be a majority of the Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Association, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is received from all of the directors.

Section 13. Remote Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of video conferencing, conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Remote participation by said technology shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 14. Conflicts of Interest.

A. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a director has a financial or personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Association. In the event that any director identifies or perceives a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the President prior to deliberation on the matter in question. The President shall determine whether a substantive conflict exists.. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions.

B. In the case a substantive conflict exists, the director shall not cast a vote, nor take part in the final deliberation in any matter in which the conflict comes into consideration. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE V OFFICERS

Section 1. Officers. The elected officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.

Section 2. Election of Officers. The officers of the Association shall be elected by the Board of Directors. The Secretary shall be elected in even-number years. The Vice President and Treasurer shall be elected in odd-number years.

Section 3. Term of Office. The officers shall hold office for two years with the exception of the Vice President who is elected to a four-year term, two years as Vice President, and two years as President.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President. Written notice of resignation of the President should be provided to the Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the Board of Directors at any regular or special meeting of the Board expressly for that purpose.

Section 6. Vacancies. Whenever any vacancy shall occur in the office of Secretary or Treasurer by death, resignation, or otherwise, the vacancy shall be filled by the Board of Directors. The officer so appointed shall serve the balance of the applicable term and shall hold office until his or her successor is elected. The period of the appointment to the vacancy, and the previous officer's term of office, will not count against the newly appointed officer's eligibility for election.

Section 7. President. The President shall preside at the annual meeting and all meetings of the Board of Directors, and shall perform all duties incident to the office of President and such other duties as, from time to time, may be assigned by the Board of Directors. The President shall give active direction and have control of the business and affairs of the Association. The President may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

Section 8. Vice President. The Vice President shall have such powers and perform such duties as may from time to time be prescribed by the membership or as delegated by the President. If the President is unable to act or unable to complete his or her term, the Vice President shall assume the office of the President. The Director who serves on the Executive Committee as the Member-at-Large will assume the duties of the Vice President for the balance of the term.

Section 9. Secretary. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the annual conference, Board of Directors, and all special meetings called by the President, see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President.

Section 10. Treasurer. The Treasurer is assigned the primary responsibility of overseeing the management and reporting of the Association's finances. The Treasurer shall monitor and provide reports to the Board of Directors on financial matters of the Association, including:

A. A report on the status of the Association funds and finances at the Annual meeting of the Association.
B. Working with Association staff to provide the Association Board of Directors a balance sheet and cash flow statements of income and expenditures of the Association at each regular meeting of the Board of Directors.
C. Assist the Association staff and the Finance Committee in developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget.
D. Monitor and report to the Board of Directors the status of the financial resources under the purview of the Association.
E. Monitor and report on, as necessary, the tax laws and regulations affecting the Association's status as a tax-exempt corporation.
F. Perform such other duties as assigned by the President or the Board of Directors and duties otherwise incident to the office.

Section 11. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Association shall furnish, at the expense of the Association, a fidelity bond, approved by the Board of Directors.

ARTICLE VI COMMITTEES, TEAMS, TASK FORCES, AND COUNCILS

Section 1. Committees. The following committees shall be appointed annually by the Board of Directors. Each committee shall have three or more members. The duties and responsibilities of each committee shall be described in a document maintained by the Board of Directors and reviewed by them annually.

A. Executive Committee. The Executive Committee, which shall be five (5) in number, will ensure ongoing support, coordination, and implementation of the Board's decisions and plans. The members of the Executive Committee will be the President, Vice President, Secretary, Treasurer, and one (1) Member-at-Large of ACF's Board of Directors. The Executive Committee will be empowered to act on behalf of the Board of Directors when the Board is not in session. The Committee will keep the Board apprised of decisions and will require ratification for its actions at the next scheduled Board meeting. The President-elect shall serve as chairperson.

B. Finance Committee. The Finance Committee will oversee the investment and safekeeping of Association funds and making recommendations to the Board of Directors on matters pertaining to fiscal policies. The Board shall appoint the chairperson.

C. Leadership Development Committee. The Leadership Development Committee will be responsible for strengthening the base of volunteer leadership. This includes identifying, equipping, informing, and recruiting members to serve within ACF's leadership structure. This committee will nominate the slate for the Board of Directors. This committee also will identify and recruit Team Leaders, Team Members, and Conference Chairs.

Section 2. Task Forces. The Board may appoint Task Forces as necessary to complete the goals of the organization. The Boardwill specify the objective(s) a timeframe in which the Task Force will complete its assigned tasks.

Section 3. Councils. Councils may be established by the Board of Directors. The membership, duties, and responsibilities of both a Council shall be described in a document maintained by the Board of Directors and reviewed by them annually. Councils could include but are not limited to an Advisory Council, as described below:

A. Advisory Council. This council will assist ACF to enhance its visibility and the development of financial resources.

ARTICLE VII CHAPTERS AND AFFINITY GROUPS

Section 1. Chapters. A Chapter is an unincorporated branch of the Association and exists for the purpose of accomplishing the goals and objectives of the Association in accordance with its policies. Chapters may be organized by any geographic and/or affinity cluster of ACF members in good standing.

Section 2. Chapter Affiliation Agreement. Each chapter must complete a Chapter Affiliation Agreement with ACF.

Section 3. Chapter Leadership. Only Members of the Association who have paid dues for the current membership year may participate in the business or leadership of the chapter.

Section 4. Chapter Finances. Each chapter shall maintain financial records, in collaboration with ACF staff, as shall be sufficient to establish the items of gross income, receipts, and disbursements of the chapter.

Section 5. Chapter Dissolution.

A. Chapters may be subject to dissolution by the Board of Directors if the chapter is acting outside the parameters of the Chapter Affiliation Agreement.

B. Upon dissolution, the chapter must
   1. Yield its assets to the Association or to an entity so designated by the Association.
   2. Cease from the further use of any name that implies or connotes a relationship with the Association.

ARTICLE VIII FINANCE

Section 1. The Treasurer will establish accounts for the deposit of all monies received, including Member dues, grants from charitable organizations, church-wide bodies and other sources.

Section 2. A budget shall be developed on an annual basis by the Finance Committee for recommendation and approval by the Board of Directors and distributed to the membership in a timely manner.

Section 3. Such reports as may be required by the Internal Revenue Service will be prepared annually by the staff executive for and on behalf of the Treasurer of the Association.

Section 4. At the discretion of the Board of Directors, the staff executive may be permitted to engage professional help to assist in the bookkeeping and preparation of IRS reports.

ARTICLE IX FISCAL YEAR

The fiscal year of the Association shall be July 1 to June 30.

ARTICLE X INDEMNIFICATION

The Association shall indemnify any director against any and all expenses and liabilities incurred by him or her in connection with the defense of any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, provided he or she is successful, on the merits or otherwise, in the defense of the proceeding to which the director was a party. The Association may indemnify any director, officer, former director or officer, and any employee or agent against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a director, officer, employee or agent, regardless of success in the proceeding, provided he or she acted or is acting in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation. Except as provided in the first sentence of this Article, or as ordered by a court, indemnification must be authorized by the Board of Directors, through a majority vote of a quorum of directors who were not parties to the proceeding, or if such a quorum is not obtainable, by independent legal counsel in a written opinion, or by the members. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own gross negligence in the performance of a duty to the Association.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors will authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE XI AMENDMENTS

After study and recommendation by the Board of Directors, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by an affirmative vote of the majority of the Voting Members present at the annual meeting. The notice of the meeting shall set forth a summary of the proposed amendments.

CERTIFICATION

I, ____________________________, Secretary of the Board of Directors of the Association for Christian Fundraising (ACF), a Missouri nonprofit corporation, do hereby certify that the foregoing Bylaws have been duly adopted by the Board of Directors of ACF and a majority of the Voting Members and are inclusive of all amendments and restatements adopted and effective as of ________________________.