



BY LAWS OF THE ASSOCIATION OF CONSULTANTS TO NONPROFITS

ARTICLE I: Title and Purpose

Section 1. The name of this Corporation shall be the Association of Consultants to Nonprofits.

Section 2. The Association of Consultants to Nonprofits (ACN) promotes the expertise of its professional members to serve the needs of the nonprofit community.

ARTICLE II: Office and Books

Section 1. PRINCIPAL OFFICE.

The principal office shall be in the City of Chicago, County of Cook in the State of Illinois.

Section 2. OTHER OFFICES.

The Corporation may also have other offices, within and outside the State of Illinois, as the Board of Directors may determine or as the business of the Corporation may require.

Section 3. BOOKS.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

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ARTICLE III: Fiscal Year

Section 1. The fiscal year of the Corporation shall begin July 1 and end June 30.

ARTICLE IV: Membership and Dues

Section 1 CLASSES OF MEMBERSHIP.

The membership of the Corporation shall consist of three classes, Individual Members and Organizational Members and Associate Members.

a) **Individual Membership** is available to individual consultants who are sole practitioners and who provide professional consulting services to non-profit organizations - for a fee, or voluntarily – full-time or part-time, and who have been an independent consultant for over 2 years or have had 3 paid consulting clients.

b) **Organizational Membership** is available to consulting firms that employ two (2) or more consultants, and which provide professional consulting services to non-profit organizations – for a fee, or voluntarily – full-time or part-time, and which have been consulting firms for more than two (2) years or have had 3 paid consulting clients.

c) **Associate Membership** is for students or sole practitioners who are new to consulting with fewer than 3 paid clients and/or 2 years paid consulting engagements. There is a 2-year limit on being an associate member.

Section 2. VOTING BY MEMBERS.

Each Individual and Organizational member in good standing is entitled to vote on

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matters properly before the membership for vote and shall have one vote. Each Organizational member shall designate a representative to cast the Organization's vote. Associate members shall have no vote nor be eligible to hold office in the Corporation except as is otherwise provided in these bylaws. The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

Section 3. MEMBERSHIP DUES.

Each member is required to pay annual dues to the Corporation in an amount to be determined by the Board of Directors and ratified by the members. Such dues shall be payable as the Board of Directors may determine.

Section 4. REMOVAL OF MEMBERS.

Any member may be removed by the Board of Directors for delinquency in dues payments. If a member does not remit the required dues within three (3) months after the due date, then such member shall be subject to cancellation of membership. Any member may be removed for cause by affirmative vote of two-thirds (2/3) of the total Board membership, whenever in their judgment the best interest of the Corporation shall thereby be served.

The Corporation shall retain its right to receive any dues payments owing as of the date of removal.

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Section 5. ANNUAL MEETING OF MEMBERS.

The annual meeting of the members shall be held during the month preceding the beginning of the fiscal year, at the principal office of the Corporation, or at such other time or place within or outside of the State of Illinois as the Board of Directors may from time to time determine and as shall be designated in the notice of such meeting.

Section 6. REGULAR MEETING OF MEMBERSHIP.

Regular meetings of the members shall be held at the principal office of the Corporation, or at such place within or without the State of Illinois as the Board of Directors may from time to time determine and as shall be designated in the notice of each meeting.

Section 7. SPECIAL MEETING OF MEMBERS.

Special meetings of members for any purposes may be called upon the discretion of the President, or by the Board of Directors or by five (5) members upon their written demand to the Secretary and shall be held at the principal office of the Corporation, or at such other place within or without the State of Illinois as may be fixed in such direction and designation in the notice of such meeting. The written demand shall specify the date and month of the proposed special meeting, which shall be not less than 10 days and not more than 30 days from the date of such written demand. Business to be transacted at any special meeting shall be limited to the purpose or purposes stated in the notice of said meeting.

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Section 8. NOTICE OF MEETING. Written notice of all meetings of members, stating the time, place, and objects thereof, shall be served personally by first-class mail or by e-mail at least ten (10) days and not more than thirty (30) days before such meeting to each member entitled to vote at his or her address as the same appears on the books of the Corporation.

Section 9. QUORUM. No business shall be conducted at any member meeting unless a quorum is present. A quorum of five percent (5%) of the members (determined as of the time notice is first given) shall be required for business to be conducted at a member meeting.

Section 10. VIRTUAL MEETING. Any meeting of the members may be conducted in simultaneous multiple locations if the various locations are effectively connected through a video and/or audio teleconferencing platform, subject to state regulations. The members may participate in, and act at, any member meeting through the use of a video and/or audio platform, provided that all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 11. WRITTEN OR ELECTRONIC BALLOT. In lieu of a member meeting, any action that may or is required to be taken at any annual or special meeting of the members may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open

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for not less than 5 days from the date the ballot is delivered or such longer time as required by law and at least 5 days prior to the effective date of such action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

Section 12. LIABILITIES OF MEMBERS. The members shall not be liable for the debts or obligations of the Corporation. No member shall receive any compensation for services rendered to the Corporation, unless approved by the Board of Directors, but a member may be reimbursed for expenses, reasonably incurred on behalf of the Corporation if approved by the Board of Directors or its designee.

Section 13. RIGHTS OF MEMBERS. Except as otherwise provided in these bylaws, the members shall have the following rights: to serve on the Board of Directors; to participate on committees; to nominate, remove and elect the Board of Directors; to convene special meetings; to amend the by-laws; to attend regular meetings of the Board of Directors without prejudice to the Board of Directors privilege to adjourn to executive session; to have access to all financial information of the Corporation; and to participate in the programs and other activities of the organization.

Section 14. SERVICE EXPECTATIONS. The Corporation depends upon the full participation of each Member in order to fulfill its mission. From time to time, the Board of Directors may adopt rules concerning required participation for each Member.

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ARTICLE V: Board of Directors

Section 1. GENERAL POWER.

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS.

The number of Directors of the Corporation shall be not less than eight (8) nor more than thirteen (13).

The term of office shall be two (2) years with approximately half (1/2) of the Directors to be elected each year on a rotating basis. No Director may serve more than three (3) consecutive 2-year terms, partial terms excepted, unless the director's position on the board would be vacant upon expiration of the director's term, in which case the director may be re-elected for another term, notwithstanding the above term limits. Terms of office shall begin upon announcement of their election at the annual meeting and shall continue for the elected term or until a successor has been qualified and elected, whichever is later.

Any individual member who is current on his or her dues and any employee of an Organizational Member, as designated by that Organizational Member, is eligible to be elected as a director, provided that the Organizational Member is current on its dues.

Section 3. ELECTION OF DIRECTORS. The Directors shall be elected by the membership of the Corporation (see ARTICLE VIII).

Section 4. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less

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than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time. Notice of meeting shall be given to all Directors.

Section 5. **MANNER OF ACTING.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation.

Section 6. **COMMITTEES.** Each Director will serve on at least one (1) standing committee or participate on one major project.

Section 7. **REMOVAL.** Any Director may be removed by a two-thirds (2/3) majority vote of the members of the Board present whenever in their judgment the best interest of the Corporation shall be served thereby. A special meeting of the Board of the Corporation may be called for this purpose.

Section 8. **RESIGNATIONS.** Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. **VACANCIES.** Any vacancies occurring in the Board of Directors shall be filled by election by the Board of Directors to fill the specific vacancy. A

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Director thus appointed to fill a vacancy shall be elected only for the unexpired term of the predecessor's office.

Section 10. MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly at a time and place to be determined by the President. Special Board meetings may be called by the President or by one-third (1/3) of the members of the Board by written request to the Secretary. Business transacted at any special meeting is to be limited to the purpose or purposes stated in the notice of said meeting.

ARTICLE VI: Officers

Section 1. The officers of the Corporation shall be the President, Vice President(s), Secretary, and Treasurer.

Section 2. PRESIDENT. The President shall be the principal officer of the Corporation, and, subject to the control of the Board of Directors, shall preside at all meetings of the Board of Directors. He or she must be a director. He or she may sign such documents and deeds of the Corporation as necessary or appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of president and such other duties as may be assigned to him or her by the Board of Directors from time to time.

Section 3. VICE PRESIDENT(S). During the absence or disability of the President, a

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Vice President shall exercise all of the functions of the President. He or she must be a director. In the event the Corporation has more than one Vice President serving, the Board of Directors shall designate the Vice President who shall exercise the functions of the President. The Vice President(s) she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President or by the Board of Directors.

Section 4. SECRETARY. The Secretary shall: (1) be responsible for the keeping of the minutes of the Board of Directors and committee meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, discharge all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 5. TREASURER. The Treasurer shall: (1) monitor the financial books of the Corporation; (2) keep regular books of account and make them available for inspection at all times to the directors of the Corporation; (3) render to the Board of Directors from time to time as may be required of him or her, an account of the financial condition of the Corporation; and (4) in general, discharge all duties incident to the office of treasurer, and such other duties as may be assigned to him or her by the President or by the Board of Directors.

Section 6. TENURE. The term of office for all officers shall be for one (1) year and shall commence immediately upon election by the Board to the office.

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No officer may serve more than two (2) consecutive terms in a single position, partial terms excepted, unless the office would be vacant upon expiration of the officer's term, in which case the officer may be re-elected for another term, notwithstanding the above term limits.

Section 7. **ELECTION.** Officers of the Corporation shall be elected from the membership of the Board of Directors at a special Board meeting immediately following the annual membership meeting (see ARTICLE VIII).

Section 8. **REMOVAL.** Any officer may be removed from office by two-thirds (2/3) majority vote of the Board of Directors whenever in their judgment the best interest of the Corporation shall be served thereby. A special meeting of the Board may be called for this purpose.

Section 9. **RESIGNATIONS.** Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. **VACANCIES.** A vacancy occurring in the position of President shall immediately be filled by a Vice President. Any vacancy occurring in the position of officers, other than in the office of President, shall be filled by election of the Board of Directors. Any officer elected to fill a vacancy shall be elected only for the un-expired term of the predecessor's office.

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ARTICLE VII: Committees

Section 1. ESTABLISHMENT. The Board of Directors may establish standing committees, special committees, and/or task forces as it deems necessary to accomplish the purposes of the organization. Committees shall serve at the pleasure of the Board and may be dissolved at any time by the Board.

Section 2. APPOINTMENT. All committee members shall be appointed by, and serve at the pleasure of, the Board of Directors. The President shall appoint committee chairpersons, task group chairs, and the Board liaisons to the Operations Committees. Committee and task group chairs have the authority to recruit and approve committee and task group members.

Section 3. AUTHORITY. Committees/task forces are authorized to exercise those duties enumerated in their respective Board approved charters, to carry out any other tasks as assigned from time to time by the Board, to make recommendations to the Board, and to carry out decisions of the Board, but not to act on behalf of the Board.

Section 4. STANDING BOARD COMMITTEES. The Board of Directors shall be supported in its work by at least three standing committees: an Executive Committee, a Governance Committee, a Finance Committee. Other such standing committees may be created from time to time by the Board of Directors. The chairpersons of Board Standing Committees must be elected members of the Board of Directors and shall report directly to the Board.

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Section 4.1 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the elected officers of the Board plus the Executive Director. The Executive Director shall be a non-voting, advisory member. The Committee shall provide advice and counsel to the President and Executive Director, conduct an annual review of the management company, and conduct business and other transactions on behalf of the Board of Directors between Board meetings within defined limits as described in its Board-approved committee charter.

Section 4.2 GOVERNANCE COMMITTEE. The Governance Committee shall consist of at least four but not more than eight members, a majority of whom must be elected Directors. The Governance Committee is responsible for ensuring that there is a sound governance structure in place, that the organization is in legal compliance and good standing with all federal, state, and local authorities, and that the Board of Directors is carrying out its work effectively. It shall further carry out those additional duties described in its Board-approved committee charter.

Section 4.3 FINANCE COMMITTEE. The Finance Committee shall consist of at least three but not more than five members, a majority of whom must be elected Directors. The Finance Committee is formed at the direction of the Executive Committee and will meet as needed or directed. It is responsible for assisting the Board in ensuring the organization is in good fiscal health, providing financial insight and recommendations into ACN's operations and strategic initiatives. It shall further carry out those duties described in its Board-approved committee charter.

ARTICLE VIII: Elections

Section 1. BOARD OF DIRECTORS. One-half of the total number of Directors shall be

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elected annually by the membership of the Corporation according to the following procedure:

Nomination. At least ninety (90) days prior to the annual meeting, the Board of Directors shall advise the membership by mail or e-mail, as to the upcoming Board vacancies and the procedures by which members may be nominated and elected. At least sixty (60) days prior to the annual meeting, the Governance Committee shall accept written statements from members wishing to be nominated for the upcoming vacancies. From such written statements, the Governance Committee shall prepare a slate of candidates, pursuant to the definition of Board qualifications contained in ARTICLE V: Section 2 of these bylaws.

At least thirty (30) days prior to the annual meeting, the Governance Committee shall present to the membership, via mail or e-mail, the current nominees for election. Such notice shall also contain additional information regarding the background and qualifications of each nominee.

Election. All members eligible to vote shall have the same number of votes as vacancies exist; however, no member may vote twice for the same nominee. The nominees receiving the highest number of votes shall be elected. In the event of a tie vote for the last vacant position, that position shall be re-voted with a majority vote prevailing.

Section 2. OFFICERS. The officers of the Corporation shall be elected each year at the first Board meeting following the annual membership meeting. The Governance Committee shall propose, at least ten (10) days prior to the

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election, a slate of officers for the coming fiscal year. The Board shall vote to approve the slate of officers. In the event the slate is not approved, the Governance Committee shall propose another slate of officers for approval at the next regular or special Board meeting until a slate of officers is approved.

ARTICLE IX: Indemnification of Directors and Officers

Section 1. INDEMNIFICATION. The Corporation shall indemnify and protect each of its directors and officers to the fullest extent permitted by the laws of the State of Illinois.

Section 2. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3. INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such

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person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X: Director and Officer Conflict of Interest

Section 1. POLICY.

Each director and officer should scrupulously avoid transactions in which the director or officer has a personal or material financial interest, or of which the director or officer is an officer, director, or general partner. However, if a transaction is approved in accordance with this provision and is fair to the Corporation at the time it is authorized, approved or ratified, the fact that a director or officer of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

Section 2. DISCLOSURE OF POTENTIAL CONFLICT. In the event that a director, member of a director's immediate family, officer, or member of an officer's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between the organization and a director or officer, the director or officer shall promptly disclose the material facts of such conflict or transaction in writing to the Board as a matter of record.

Section 3. PROCEDURE FOR ADDRESSING CONFLICT.

The director or officer shall briefly state the nature of the conflict and answer pertinent questions of the Board when such director's or officer's knowledge of the subject will assist the Board or any of its committees. After such disclosure is made and the Board has had the opportunity to ask pertinent questions of such director or officer, and discuss the matter without

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the director or officer present, an affirmative vote of a majority of disinterested directors entitled to vote shall be required to carry the action. The presence of the interested director may not be counted for purposes of declaring a quorum, nor may that person vote on the matter.

Section 4. MINUTES.

Minutes of the meeting shall reflect that such disclosure was made, the matter was fully discussed, that a quorum (excluding the interested director) was present, and that such director abstained from voting on the issue.

Section 5. ANNUAL AFFIRMATION.

Each director and officer shall annually sign a statement which affirms such person: (1) understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; (2) has received a copy of the conflict of interest policy; (3) has read and understands the policy; (4) has agreed to comply with the policy; and (5) has disclosed any interests that could give rise to conflicts.

Section 6. PERIODIC REVIEWS.

To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (1) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (2) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

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Section 7. OUTSIDE ADVISORS. When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI: Finances

Section 1. EXPENDITURES. The Board of Directors shall administer the finances of the Corporation. The Directors shall prepare and approve a budget each year for the next fiscal year. This budget shall be presented at the annual membership meeting.

Section 2. DEPOSITORIES. All funds of the Corporation not otherwise employed shall be deposited on a timely basis to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors shall designate.

Section 3. CONTRACTS. The Board of Directors may authorize any Director or Directors, Officer or Officers, agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specified instances.

Section 4. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Director or Directors, Officer or Officers,

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agent or agents, of the Corporation and in such manner as shall from time to time be determined and authorized by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any two of the following officers: President, Vice-President(s), or Treasurer.

ARTICLE XII: Dissolution

Section 1. DISTRIBUTION. In the event of dissolution or liquidation of the Corporation, and prior to the completion thereof, all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, and all the remaining assets of the Corporation shall be distributed exclusively to an organization exempt under 501(c)(3) or 501(c)(6) of the Internal Revenue Code as selected by the Board of Directors.

ARTICLE XIII: Miscellaneous Provisions

Section 1. CORPORATE SEAL. The Corporation seal of the Corporation shall be circular in form bearing the name of the Corporation and the word "ILLINOIS" in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 2. WAIVER OF NOTICE. Whenever any notice whatsoever is required to be given by law, the Articles of Incorporation or these by-laws, participation in a meeting without protest or participation by a waiver of notice in writing, signed

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by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE XIV: Amendments to Bylaws

Section 1. Proposed amendments must be submitted to the Board of Directors in sufficient time to prepare copies of the text of any proposed amendment and to mail or e-mail said copies to the general membership.

Section 2. After 30 days for consideration, the proposed amendment shall be mailed or emailed to the general membership for approval.

Section 3. At that time, an affirmative vote of two-thirds (2/3) of the membership casting ballots within the prescribed time or at the annual meeting of members shall be necessary for adoption.

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