

BYLAWS OF THE NATIONAL GRANTS MANAGEMENT ASSOCIATION

SECTION 1. NAME, OBJECTIVES, AND ACTIVITIES

1.1 Name. The name of this organization shall be the National Grants Management Association (hereinafter referred to as the “Association”).

1.2 Objectives. The Association shall have the following objectives:

- a. To improve the management and administration of grants and financial assistance programs by sharing information and continued dialogue among persons and/or organizations directly or indirectly involved in providing or receiving grant awards. For the purpose of these Bylaws, “grants” refer to the grants, cooperative agreements, loans, or loan guarantee programs of federal and non-federal entities that provide sponsorship and assistance to recipients;
- b. To provide quality training and education in the field of grants and program management and administration;
- c. To promote and enhance the profession of grants and program management in both the public and private sectors; and
- d. To encourage and foster the free exchange of ideas among grants and program management personnel in both the public and private sectors.

1.3 Activities. In order to further its objectives, the Association shall:

- a. Sponsor and conduct seminars, symposia, annual grants training, and other technical and general group discussions for all persons interested in the management and administration of federal grant programs;
- b. Publish and disseminate newsletters, updates and general communications to the Association’s members, in furtherance of the Association’s objectives;
- c. Coordinate and communicate with Federal, State, local and tribal governments, institutions of higher education, and nonprofit and for-profit organizations in furtherance of the Association’s objectives; and
- d. Participate and comment upon grant-policymaking initiatives of the Federal government, as determined by the Board.

1.4 Prohibited Activities. The Association shall not carry out any activities prohibited of a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law). The Association shall not engage in any activities prohibited by the Virginia Nonstock Corporation Act.

SECTION 2. ASSOCIATION MEMBERSHIP

2.1 Classes of Membership. Membership shall be open to all persons who subscribe to the objectives of the Association and are willing to participate in Association activities. Individual members receive full membership benefits and full voting privileges. Individual membership includes Charter Life Memberships.

2.2 Membership Dues. The Executive Director may modify membership dues as necessary.

2.3 Membership Term. Membership is available for twelve months or twenty-four months upon payment of the prescribed dues for the appropriate class of membership. The Executive Director may modify membership terms as necessary.

SECTION 3. ASSOCIATION ESTABLISHMENT AND GOVERNANCE

3.1 General. The Association is a membership organization. Members govern the Association through their elected Board of Directors, as defined below.

3.2 Professional Staff.

a The Chief Executive Officer, also referred to as the Executive Director of the Association, is responsible for accomplishing the strategic goals of the Association as determined by the Executive Committee; and for the management of the budgets and financial affairs of the Association as further outlined in the Executive Director's job description (determined by the Executive Committee and Association policies). Removal of the Executive Director requires a majority vote of the Board.

b The Chief Operating Officer of the Association is responsible for the general operations of the Association including the Association's programs and activities as further outlined in the Chief Operating Officer's job description (determined by the Executive Committee and Association policies). Removal of the Chief Operating Officer requires a majority vote of the Executive Board.

3.3 Registered Office and Agent. The Executive Director shall assure a Registered Agent is identified and registered with State of Virginia.

3.4 Representation of the Association. Only the Board of Directors and Professional Staff, identified above, may represent the formal policy or position of the Association. The Board, by a simple majority vote, or the Executive Director may delegate another person to represent the Association.

3.5 Fiscal Year. The Fiscal Year of the Association shall begin on the first day of January and end at the close of business on the thirty-first day of December.

SECTION 4. BOARD OF DIRECTORS

4.1 Board of Directors. The business and affairs of the Association shall be managed by the Board of Directors (referred to as the “Board” and the Board members as “Directors”), in accordance with the provisions of these Bylaws and the Board Member Responsibilities. The Board of Directors and Board of Trustees, referred to in its Articles of Incorporation, are the same body.

4.2 Board of Director Terms. Each Director must be elected by the membership for a term of three years. Each Director may choose to run for re-election and serve up to two consecutive terms totaling six years as a Director. If a member has served six years as a Director, but wishes to serve for another term as a Director, a one-year lapse in service is required prior to running for re-election.

4.3 Executive Officer Terms. The Association’s Executive Officers shall be the President, Vice President, Secretary, and Treasurer. An Executive Officer is elected by the Board by simple majority vote. An Executive Officer’s term is two years. Individuals may not serve more than two full terms in any Executive Officer position. Election as an Executive Officer counts towards any term as a Director and against the six-year maximum term limit.

4.4 Succession Planning. Any succession planning that may change the terms of the Board, including the Executive Officers, will be determined by the Governance Committee.

4.5 Nominations and Elections. Executive Officers and Directors must be elected, as follows:

- a. To be eligible to run for the Board, the nominee must: 1) be in good standing with the Association; 2) have been a member for at least two years prior to the election; 3) be able to fulfill the full three-year term and agree to the terms as outlined in the Board Member Responsibilities; and 4) remain an active Association member in good standing during the term of their position.
- b. To be eligible to run as an Executive Officer, the member must be a current Board Director and have at least two years left within the six-year maximum term limit.
- c. All newly elected Directors and Executive Officers begin the 1st of May following the election.

4.6 Resignation, Removal and Vacancies.

- a. Any Executive Officer or Director may resign at any time by giving written notice to the Executive Director.
- b. Any Executive Officer who resigns or whose term has ended is eligible to continue to serve as a Director for the remainder of their term if within the 3-year term as voted on by the Association's membership.
- c. An Executive Officer or Director may be asked to resign or be removed for failing to meet the Board's requirements as outlined in the Board Member Responsibilities. Decisions regarding the removal of an Executive Officer or Director shall be made by a majority vote.
- d. If there is an unexpected Executive Officer vacancy, an Interim Officer will be elected based on a simple majority vote at the next scheduled Board meeting immediately following the resignation, removal, or notice of vacancy. The newly appointed Executive Officer shall hold that interim position for the remainder of the vacated position's term and may be re-elected for a subsequent full two-year term if available under the six-year term limit.

SECTION 5. BOARD OF DIRECTORS MEETINGS

5.1 General. The business conducted at each meeting of the Board shall be recorded by the Secretary. Such minutes shall be maintained in the Association's files in accordance with the Association record retention policy and made available to the Membership.

5.2 Meetings. On an annual basis, the Board shall hold a minimum of four Board meetings per year. Any additional meetings may be called as determined necessary by the President to transact the affairs of the Association.

5.3 Notice of Meetings. The Secretary shall give notice of all Board meetings by any means reasonably expected to provide actual notice to each member of the Board within a reasonable time prior to the meeting.

5.4 Voting. Each member of the Board shall have one vote. The President may elect to vote or to abstain in order to break a tie. Voting by proxy is not permitted.

Unless otherwise specifically provided for in these Bylaws, the following definitions apply:

- a. Quorum is defined as a majority of the Board;
- b. A "majority vote" is more than 75% of the total members on the Board; and

- c. A “simple majority vote” is more than half of the votes of the Board that make up the quorum.

Unless specified as a “majority vote”, a “vote” will be considered a “simple majority vote”.

SECTION 6. COMMITTEES AND CHAPTERS

6.1 General. The Association has an Executive Committee, Board committees, and membership committees.

6.2 Executive Committee – The Executive Committee shall consist of the Association Executive Officers (President, Vice President, Secretary, Treasurer, Member-at-Large, and the Executive Director). The Executive Committee has the authority to conduct the business of the Association between the Board’s regular meetings in accordance with the Bylaws and policies of the Association.

The Member at Large must be a current Director and will be voted on by a simple majority vote of the Board for a one-year term beginning each May 1st. The Member at Large may be re-elected provided he/she is still serving their term as Director.

The Member at Large and the Executive Director serve as non-voting members of the Executive Committee. If, however, there is a vote of the Executive Committee that results in a tie, the Member at Large is permitted to vote on that issue.

6.3 Board Committees – The Board may establish and change board committees as necessary to conduct activities of the Association. Such committees include, but are not limited to: Governance, Finance, and Program Evaluation Committees.

The Executive Committee has the ultimate authority over all board committees and may make changes to those committees as necessary to meet the objectives of the Association.

6.4 Membership Committees – The Executive Director may establish, change and terminate membership committees as necessary to meet the objectives of the Association.

6.5 Chapters – The Association includes local chapters. Chapters are overseen by the Association’s Professional Staff. Chapters are required to comply with these bylaws and their chapter agreement.

SECTION 7. AMENDMENT OF THE BYLAWS

7.1 Amendment Proposals. Any motion to amend the Bylaws shall be in writing directed to the Governance Committee.

7.2 Amendment Ratification. Proposals to amend the bylaws shall be adopted by a simple majority vote of the Board.



SECTION 8. DISSOLUTION

8.1 Dissolution. Voluntary or involuntary dissolution of the Association shall be conducted in compliance with the **State laws of Virginia**.