



Bylaws
of the
National Grants Management Association
(NGMA)

Revised July 1, 2015

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Bylaws of the National Grants Management Association (NGMA)

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, grants-in-aid, cooperative agreements, loans, or loan guarantee programs of federal, state and local governments, and private and corporate foundations that provide various kinds of 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;
- d To promote the advancement of core management principles and techniques that provide control and accountability relevant to assistance programs;
- e To encourage and foster the design of effective and efficient grant programs; and
- f 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 grant programs;
- b Sponsor or conduct surveys and other studies related to the management and administration of grant programs;
- c Publish and disseminate papers, newsletters, reports and general communications, as determined by the Board of Directors (hereinafter referred to as “the Board”), to the Association’s members, in furtherance of the Association’s objectives;

- d Coordinate and communicate with professional, educational, and civic organizations, as well as Federal, State/Local, and Tribal governments, in furtherance of the Association's objectives; and
- e 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 District of Columbia Nonprofit 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. The Association shall have the following class and sub-classes of membership:

- a Individual Membership. Individual members receive full membership benefits and full voting privileges. Individual membership includes Charter Life Memberships.

2.1.a.1 Charter Life Membership. Charter Life members are those persons who enrolled as lifetime members during the first year of the Association's existence. This class of membership shall be identical in all regards to Individual membership, except that membership shall be for the lifetime of such members and no annual dues payments shall be required.

2.2 Membership Dues. The Board will modify membership dues as necessary.

2.3 Membership Term. Membership is available for twelve (12) months or twenty-four (24) months upon payment of the prescribed dues for the appropriate class of membership.

SECTION 3. ASSOCIATION REGIONAL NETWORKING GROUPS - [RESERVED]

SECTION 4. ASSOCIATION GOVERNANCE

4.1 General. The Association is a membership organization. Members govern the Association through their elected Board of Directors.

4.2 Board of Directors. The business and affairs of the Association shall be managed by the Board, in accordance with the provisions of these Bylaws. The Board shall keep full and fair accounts of its transactions, including financial statements, meeting minutes, and committee reports regarding the affairs and activities of the Association and the Association's financial operating status. The Board and Board of Trustees, referred to in its Articles of Incorporation, are the same body and are referred to throughout these Bylaws as "the Board". Including the 4 Executive Officers, the Board shall consist of at least 9 but not more than 11 Directors.

4.3 Association Executive Officers. The Association's Executive Officers shall be the President, the Vice President, the Secretary and the Treasurer.

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

a To be nominated or run for a position as an Executive Officer or Director, the nominee must, at the time of the election: 1) be in good standing with the Association; 2) have been a member for at least two (2) years prior to the election; 3) be able to fulfill the full three (3) year term; and 4) remain an active Association member in good standing during the term of their position.

b To be eligible for nomination as an Executive Officer, the member must be a current Director.

c The election of the Directors shall be as follows:

4.4.c.1 Each Fall, the Executive Director shall solicit nominations from the membership for upcoming Director terms to expire the following June. The membership shall vote for all upcoming Director position(s) during the Association's Annual Membership Meeting during the Spring Annual Grants Training Program. If for some reason the Annual Membership Meeting/ Training is moved or changed, the Board will announce a new election date.

4.4.c.2 Each Director must be elected by the membership for a term of three (3) years. Each Director may choose to run for re-election and serve up to two (2) consecutive terms totaling six (6) years as a Director.

4.4.c.3 If a member has served six (6) 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.

d Each Board member must sign a confidentiality agreement. Additionally, each Board member upon accepting his/her position agrees to actively participate on a minimum of one (1) committee.

e The election of Executive Officers shall be as follows:

- 4.4.e.1 The Executive Director shall solicit nominations for upcoming Executive Officer terms to expire the following June from the Board within six (6) months of the Association's Annual Membership Meeting and/or Annual Grants Training Program. The Board will vote for upcoming vacant Executive Officer positions in January. Any member of the Board who is running for an Executive Officer position must abstain from voting for the position that he/she is seeking for election.
- 4.4.e.2 Each elected Executive Officer term is three (3) years. Individuals may not serve more than two (2) full terms in any Executive Officer position.
- 4.4.e.3 Election as an Executive Officer does not count towards any term as a Director. Upon completion of an Executive Officer term, including any re-elected second term, the Executive Officer, if eligible, will be permitted to run for re-election as a Director assuming he/she has not hit the six (6) year term limit as a Director.
- 4.4.e.4 If a vacancy for an Executive Officer position becomes available mid-term, a Director must be elected by the Board on an interim basis until the next election. This interim service as an Executive Officer will not count as a "full term" as an Executive Officer, but it does count as continued service as a Director.

f All newly elected Executive Officers will be elective based on a majority vote and Directors will be elected based on a simple majority vote (including any votes submitted in advance to the President and/or Executive Director) and begin their new term the following July 1st.

g All Executive Officers and Directors on the Board as of January 14, 2015, shall operate under their current elected term, as defined in the Bylaws that governed said term and must be re-elected, as permissible under these Bylaws.

4.5 Resignation, Removal, and Unexpected Vacancies. Any Executive Officer or Director may resign at any time by giving written notice to the President, with a copy to the Executive Director of the Association. The President may resign by giving written notice to the Vice President, with a copy to the Executive Director.

a Any Executive Officer who resigns may be eligible to continue to serve as a Director for the remainder of their term, at the discretion of the Board.

b An Executive Officer or Director may be asked to resign or be removed for failing to meet the Board's fiduciary duties and responsibilities, or failure to participate in a majority of Board meetings during the operating year. Decisions regarding the

removal of an Executive Officer or Director shall be made by a simple majority vote of all the Board.

c The nominee to replace the departing Executive Officer or Director (if needed to meet the minimum required nine (9) Board members), may be elected based on a majority vote at the next scheduled Board meeting immediately following the resignation, removal, or notice of vacancy. If a Director leaves or otherwise resigns but the Board remains above the nine (9) member minimum, a replacement will not be sought.

d The newly appointed Board member shall hold that position for the remainder of the vacated position's term and may be re-elected for a subsequent full three-year term.

SECTION 5. ASSOCIATION OFFICERS

5.1 President. The President is the Chairman of the Board of the Association. As such, the President shall exercise the following duties, in addition to any others which may be enumerated elsewhere in these Bylaws or reasonably construed as belonging to the chief executive of any organization:

- a Presides at meetings of the Board;
- b Serves as an ex-officio member of all standing committees; and
- c Perform such other duties as the Board may direct.

5.2 Vice President. The Vice President shall exercise the duties of the President in the absence of that Executive Officer, and shall automatically assume the office of President in the event the presidency becomes vacant. The Vice President shall perform such other duties as the Board may direct.

5.3 Secretary. The Secretary shall exercise the following duties, in addition to any others which may be enumerated elsewhere in these Bylaws:

- a Provide to the Executive Director copies of the Articles of Incorporation, these Bylaws, or such reports, statements, and other documents as required by these Bylaws or other applicable rules and laws;
- b Keep and provide to the Executive Director minutes or other records of the Annual Membership Meeting and meetings of the Board within two (2) weeks of each meeting; and
- c Perform such other duties as the Board may direct.

5.4 Treasurer. The Treasurer shall exercise the following duties, in addition to any others which may be enumerated elsewhere in these Bylaws:

- a Maintain and provide to the Executive Director the ledgers and account books of the Association that accurately reflect its financial condition;
- b Maintain one or more bank accounts in the name of the Association, at a financial institution approved by the Board, into which all funds of the Association shall be deposited;
- c Sign all checks or drafts of the Association with approval of the Executive Director and/or President;
- d Prepare and provide to the Executive Director the Association's Annual Financial Report and such other periodic statements and reports as requested by the Board;
- e Ensure that the annual tax filing is completed;
- f Ensure that an annual budget of estimated revenues and expenditures for the forthcoming fiscal year is prepared and presented to the Board, and report on expenditures against that budget; and
- g Perform such other duties as the Board may direct.

SECTION 6. EXECUTIVE DIRECTOR

6.1 General. The Executive Director shall be the chief operating officer of the Association, with responsibility for the management and direction of all operations, programs, activities, budgets, and financial affairs of the Association.

6.2 Appointment. The Executive Director shall be selected by a special committee of the Executive Committee and two (2) board members established for such purpose. The selection of the Executive Director shall be approved by a majority vote of the Board. The Executive Director shall be responsible to the Board. The Board shall issue a written contract that specifies the terms and conditions regarding the duties of the Executive Director. He/she shall receive such compensation as shall be determined by a simple majority vote of the Board.

6.3 Responsibilities. The Executive Director shall have the following responsibilities within the framework of plans, budgets, and policies as specifically and generally determined by the Board:

- a Implement the strategies, policies, and actions necessary to meet the Association's strategic and annual objectives established by the Board;

- b Obligate the Association and to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents, with the approval of the Treasurer or President, as evidenced by signature or electronic authorization;
- c Act as the liaison to other consortia or associations with which the Association may choose to associate;
- d Facilitate communication between members, including providing timely notice of meetings;
- e Receive, process, and execute memberships;
- f Employ, supervise, and terminate such persons who may be deemed necessary for the efficient conduct of the Association's business, within the budget of the Association, as approved by the Board;
- g Prepare and submit an annual report of the operations of the Association to the Board and members at the annual Membership Meeting;
- h Assist the Treasurer to establish a budget annually, maintain the financial records of the Association, and conduct all business as directed by the Board on behalf of the Association;
- i Be the custodian of all assets of the Association;
- j Deposit all monies in the name of the Association in a federally insured bank account approved by the Board;
- k Maintain the general records of the Association;
- l Attend all meetings of the Board and Executive Committee. Attend committee meetings, as practical, as an ex-officio member;
- m Provide staff support for the Board and its Committees;
- n Report in a timely manner to the Board all matters within his/her knowledge with the interest of the Association that may need to be brought to their attention;
- o Turn over all funds, properties, and records to his/her successor; and
- p Other duties as assigned by the Board.

SECTION 7. BOARD OF DIRECTORS MEETINGS

7.1 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 and made available to the Membership.

7.2 Meetings. On an annual basis, the Board shall hold a minimum of:

- a Four (4) but not more than eight (8) regular Board meetings;
- b One (1) annual meeting; and
- c Any additional meetings as determined necessary by the Board to transact the affairs of the Association.

7.3 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, including but not limited to posting on the Association website. Board meetings are open to all active Association members (i.e., those who are members in good standing based on current payment of dues).

7.4 Voting. Each member of the Board shall have one (1) vote. The President may elect to vote or to abstain in order to break a tie. Voting by limited proxy shall be permitted as provided in the DC Nonprofit Corporation Law. 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 half 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 8. COMMITTEES AND WORKGROUPS OF THE ASSOCIATION

8.1 General. Committees and Workgroups of the Association may be created as necessary at the discretion of the Board. Committees must be specifically approved by the Board and chaired by an active member of the Association in good standing. Workgroups or sub-committees do not require Board approval, as stated below, and may be chaired by any member of the Association in good standing, upon approval by the President.

8.2 Classes of Committees. The following are examples of the types of committees that have been or may be created to assist in conducting the Association's business:

a Executive Committee – The Executive Committee shall consist of the Association Officers (President, Vice President, Secretary, Treasurer, Member at Large, and the Executive Director). The Member at Large must be a current Director and will be voted on by a majority vote of the Board for a one (1) year term beginning each July 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. The Executive Committee shall have the authority to conduct the business of the Association between the Board’s regular meetings in accordance with the Bylaws of the Association. Its responsibilities include: coordinating all Standing Committee assignments; establishing Committees and Workgroups in order to carry out the business of the Association; conducting Association business, previewing proposed Board agenda items, and drafting appropriate motions for Association consideration; and calling additional Association meetings deemed necessary to transact the business of the Board.

b Standing Committees – The Board may establish Committees as necessary to conduct activities. Such standing committees include, but are not limited to: the CGMS Committee, Education Committee, GMBok Training Committee, Grants Guidance Committee, and Membership Committee. Each Committee shall have a member of the Association in good standing serve as its Chair, to provide oversight and coordination of the activities of the Committee.

c Additional Short-Term or Long-Term Committees (formation directed by the President) – The President may establish temporary committees as necessary, including but not limited to the Awards/Recognition Committee and Nominations Committee.

8.3 Committee and Workgroup Members. Members of the Association in good standing shall be invited and recruited for Committee and Workgroup membership. Each Committee and Workgroup may identify and select one or more members to serve as Chair and/or Co-chair(s).

8.4 Committee and Workgroup Meetings. The Committees and Workgroups shall meet as needed and by any means decided upon by its members under the guidance of the Committee Chair. Meeting minutes shall be recorded in writing and submitted to the Secretary by the Committee Chair or their designee.

8.5 Committee and Workgroup Recommendations. Committees and Workgroups shall forward any recommendations to the Board for formal action via their Committee Chair or their designee. Committees and Workgroups shall not take action on behalf of the Association without the Boards authorization. Committees and Workgroups are not authorized to expend funds of the Association unless a spending plan has been specifically approved by the Board.

SECTION 9. ADMINISTRATION AND FINANCE

9.1 Registered Office and Agent. The Executive Director shall assure a Registered Agent is identified and registered with the DC Corporation Office.

9.2 Representation of the Association. Only the Board and Executive Director may represent the formal policy or position of the Association. The Board may decide to choose another person to present such positions by a simple majority vote.

9.3 Fiscal Year. The Fiscal Year of the Association shall begin on the first (1st) day of January and end at the close of business on the thirty-first (31st) day of December of the succeeding calendar year.

9.4 Authority to Incur Expenses. Only the Board, Executive Director, or the Treasurer may authorize expenditures on behalf of the Association.

9.5 Payment of Authorized Expenses. The Treasurer may pay only authorized expenses that are approved by the Executive Director and within the Association's Annual Budget for the current year unless approved by majority vote of the Board of Directors. All Association disbursements shall be made by credit card, secure online transaction, or by check signed by authorized signatories of the Association.

9.6 Annual Budget. The Executive Director, with input from the Treasurer and President, shall annually prepare a budget of estimated revenues and expenditures for the forthcoming fiscal year, and shall submit it for majority vote by the Board one (1) month prior to the close of the current fiscal year.

9.7 Periodic Financial Reports. The Treasurer shall compile, and submit to the Board for consideration, the Association's annual Financial Report within thirty (30) calendar days after the close of the fiscal year. In addition, the Treasurer shall report on the Association's financial status at Board meetings and/or Executive Committee meetings, and at times as directed by the President.

SECTION 10. AMENDMENT OF THE BYLAWS

10.1 Amendment Proposals. Any motion to amend the Bylaws shall be in writing directed to the President, with copy to the Secretary.

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

SECTION 11. ADOPTION OF ASSOCIATION POSITIONS

11.1 Association Policy. The Association is authorized by law and charter to adopt positions and make statements on matters of public policy. Active involvement in public debates concerning assistance management advances the Association's objectives and its members' interests. The Association shall offer its members ample opportunity to

participate in formulating positions and that accurate statements of these positions are issued in a timely manner.

SECTION 12. DISSOLUTION

12.1 Dissolution. Voluntary or involuntary dissolution of the Association shall be conducted in compliance with the District of Columbia Nonprofit Corporation Act.

SECTION 13. CONFLICT OF INTEREST

13.1 Definitions. For the purposes of this section, the following terms shall apply:

- a "Interest" shall include personal or financial interest - interest as an Executive Officer, Director, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern.
- b "Concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

13.2 Participation on Board. No Executive Officer or Director of the Association shall be disqualified from holding any office in the Association by reason of any interest in any concern. An Executive Officer or Director of the Association shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Association or with any entity of which the Association is an affiliate.

13.3 Participation in Board Activities. Whenever an Executive Officer or Director has a financial or personal interest in any matter coming before the Board, or has a conflict of interest, the affected person shall:

- a Fully disclose the nature of the interest to the Board; and
- b Withdrawal from all discussions and votes that relate to the Director's conflict of interest. Any transaction or vote that involved a Director's conflict of interest shall be approved by the remaining disinterested Directors, whether by majority or simple majority vote as required under these Bylaws.

13.4 Documentation of Board Actions. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and votes for approval, disapproval, and abstention.