

DELAWARE ALLIANCE FOR NONPROFIT ADVANCEMENT, INC.

BYLAWS

ARTICLE I NAME

Section 1.01. Name. The name of this Corporation, a Delaware nonprofit nonstock corporation, shall be Delaware Alliance for Nonprofit Advancement, Inc. (the "Corporation").

Section 1.02. Name Change. The Corporation may change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Certificate of Incorporation.

ARTICLE II POWERS AND PURPOSES

Section 2.01. Purpose. The purposes of the Corporation shall be: to serve as a statewide network for nonprofit boards and staffs, an information and education center for organizational and nonprofit management practices, and an advocate and leader for the nonprofit sector as a whole in Delaware; and to provide other and further services as are desirable, appropriate and in the best interests of the nonprofit sector as determined by the Board of Directors.

Section 2.02. Powers. The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of nonprofit nonstock corporations organized under the laws of the State of Delaware.

Section 3.03. Limitations.

(a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision.

(b) The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the Corporation, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

(c) On dissolution, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed only to

such organizations as are then exempt from tax by virtue of Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Corporation shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

ARTICLE III MEMBERSHIP

Section 3.01. Membership Classes and Powers. Except as otherwise required by the laws of the State of Delaware, by the Certificate of Incorporation, or by these Bylaws, the number of classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of Members of the Corporation shall be determined by the Board of Directors.

Section 3.02. Eligibility for Nonprofit Membership and Voting Rights. Nonprofit organizations which are tax exempt under section 501(c)(3) or successor provisions of the Internal Revenue Code will be eligible for Membership in the Corporation, subject to the payment of annual membership dues and any additional standards that may be set by the Board of Directors. Except as otherwise provided in these Bylaws, each Nonprofit Member present and in good standing shall be entitled to one vote on each matter upon which Members have voting rights at any duly convened meeting of Members of the Corporation.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Time and Place of Annual Membership Meeting. The annual meeting of the Members will be held each year at a time and place established by the Board of Directors. Notice of the Annual Membership Meeting shall be given to all Members not less than 10 nor more than 60 days prior to the date set for the meeting, except as otherwise required by the laws of the State of Delaware.

Section 4.02. Business to be conducted at the Annual Membership Meeting. The following business or reports may be conducted or presented at the Annual Membership Meeting:

- (a) **Election of Directors.** Elections of Directors to serve on the Board of Directors.
- (b) **Financial Report.** The most recent year's activities and financial report may be presented to the membership.
- (c) **Business Plan.** The upcoming year's business plan and budget describing the activities of the Corporation may be presented.
- (d) **Any Other Matter Requiring Member Approval.** Action by the voting

Members on any other matter requiring Member approval or on which the Board requests Member advice or approval may occur, subject to proper notice in accordance with these Bylaws and the laws of the State of Delaware.

Section 4.03. Nomination and Election of Directors. A slate of nominees for Directors for the Board shall be presented to the voting Members by the Board not less than 10 nor more than 60 days prior to the date set for the Annual Membership Meeting.

Section 4.04. Special Meetings of the Members. Special meetings of the Members may be called by the Chair or the Board of Directors. Notice of any special meeting of the Members shall be given to all Members not less than 10 nor more than 60 days prior to the date set for the meeting, except as otherwise required by the laws of the State of Delaware.

Section 4.05. Quorum. Ten (10) voting Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business at any meeting of the Members. If at any meeting of the Members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 4.06. Proxies. At any meeting of the Members, a Member entitled to vote may do so by proxy in accordance with Delaware law or by other reasonable means allowed by Delaware law established in Board policy. The Corporation may recognize a Member's board officers or executive director as representing the Member at any in-person Membership meeting for the purposes of voting and establishing a quorum.

Section 4.07. Action by Written Ballot. Any action requiring Member approval that may be taken at a meeting of the Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter and conducts the vote in accordance with the laws of the State of Delaware.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. Number of Directors. The Corporation shall have a Board of Directors consisting of at least 3 Directors and not more than 24 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors, to have approximately one-third of the Board elected at each Annual Membership Meeting.

Section 5.02. Powers. Except as otherwise provided by law, all corporate powers are exercised by, or under the authority of, the Board and the business and affairs of the Corporation are managed under the direction of the Board.

Section 5.03. Terms. All Directors will be elected to serve three-year terms; provided, however, that the term may be extended until a successor has been elected.

Directors may serve a maximum of two three-year terms in succession, plus time served to fill a vacancy or a term of less than three years. The term of a Director elected by the Membership may not be shortened by the Board.

Section 5.04. Vacancies. The Board of Directors may fill vacancies due to resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

(a) **Unexpected Vacancies.** Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

(b) **Filling Previously Unfilled Positions.** Each Director appointed by the Board between the Annual Meeting of the Membership to add a Director to a previously unfilled Board position shall stand for election for the balance of the term with the next slate of candidates presented to the Membership for election under these Bylaws.

Section 5.05. Removal of Directors. A Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular meetings of the Board shall constitute an automatic resignation without any further action of the Board of Directors, unless the Board Chair has excused the absences.

Section 5.06. Board of Directors Meetings.

(a) **Regular Meetings.** The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice; however the Board Chair or Executive Director shall use best efforts to send an electronic or written reminder of regular meetings a minimum of ten days before the meeting.

(b) **Special Meetings.** Special meetings of the Board may be called by the Chair or by three (3) Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(c) **Notice of Board Meetings.** Notice of the date, time and place of each meeting shall be given to each Director (i) in person at least 48 hours in advance of the meeting, (ii) by telephone, voice mail, facsimile, telex, telegram, cablegram, hand delivery, portable document format ("pdf") or electronic mail or transmission at least 48 hours in advance of the meeting, or (iii) by sending written notice by overnight courier not less than two (2) days before the meeting, at his or her address as shown by the records of the Corporation.

(d) **Waiver of Notice.** Any Director may waive notice of any meeting, in accordance with Delaware law.

Section 5.07. Manner of Acting.

(a) **Quorum.** One-third (1/3) of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.

(b) **Vote.** The act of the majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise specified in these Bylaws or required by law. Each Director shall have one vote.

(c) **No Proxy Voting.** Directors may not vote or sign Board resolutions or consents by proxy.

(d) **Participation.** Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person or by telephonic or electronic conference call.

Section 5.08. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by e-mail if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

Section 5.09. Annual Corporate Board Meeting and Election of Board Officers. The Board shall elect Board Officers at the first meeting of the Board after every other Annual Membership Meeting to hold office until their successors are elected and qualified.

**ARTICLE VI
OFFICERS**

Section 6.01. Board Officers. The Board Officers of the Corporation shall be a Board Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint additional Vice Chairs and such other Officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices,

but no Board Officer may act in more than one capacity where action of two or more Officers is required.

Section 6.02. Term of Office. Each Board Officer shall serve a two-year term of office and may not serve more than two consecutive terms of office. Unless elected to fill a vacancy in an Officer position, each Board Officer's term of office shall begin upon the adjournment of the Annual Corporate Board Meeting at which elected and shall end upon the adjournment of the second Annual Corporate Board Meeting following such election.

Section 6.03. Removal and Resignation. The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 6.04. Board Chair. The Board Chair shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. The Board Chair shall preside at all meetings of the Members.

Section 6.05. Vice Chair. In the absence or disability of the Board Chair, the ranking Vice Chair or Vice Chair designated by the Board of Directors shall perform the duties of the Board Chair. When so acting, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Chairs shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board Chair. The Vice Chair or ranking Vice Chair designated by the Board shall normally accede to the office of Board Chair upon the completion of the Board Chair's term of office.

Section 6.06. Secretary. The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Members and all meetings and actions of the Board of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board (or the Executive Committee), a member of the staff to assist in performance of all or part of the duties of the Secretary.

Section 6.07. Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or

financial review results. In conjunction with the Executive Director or other staff or Officers with responsibility for maintaining the financial records of the Corporation, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board Chair. The Treasurer may appoint, with approval of the Board (or the Executive Committee), a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 6.08. Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Section 6.09. Executive Director and Non-Director Officers. The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE VII ADVISORY BOARDS AND BOARD COMMITTEES

Section 7.01. Establishment of Advisory Boards and Board Committees. The Board of Directors may establish one or more Advisory Boards or Committees from time to time as deemed necessary or appropriate.

Section 7.02. Size, Duration, and Responsibilities. The size, duration, composition and responsibilities of such boards and committees shall be established by the Board of Directors.

ARTICLE VIII EXECUTIVE DIRECTOR AND STAFF

Section 8.01. Appointment. The Board of Directors may appoint an Executive Director as the chief executive officer and president of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

Section 8.02. Duties. The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board.

ARTICLE IX FINANCIAL ADMINISTRATION

Section 9.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 - December 31, but may be changed by resolution of the Board of Directors.

Section 9.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 9.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the chief executive officer and president or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 9.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X INDEMNIFICATION

Section 10.01. Indemnification. Every member of the Board of Directors, officer or employee of the Corporation and every former member, officer and employee of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Delaware General Corporation Law against all expenses, liabilities and losses, including counsel fees, reasonably incurred or imposed upon such present or former member of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof. Subject to the provisions of the Delaware General Corporation Law, the right to indemnification shall include the right to be paid by the Corporation the expenses (including attorney's fees)

incurred in defending any such action, suit or proceeding in advance of final disposition. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee or former member of the Board, officer or employee of the Corporation is entitled.

ARTICLE XI AMENDMENTS

Section 11.01. Amendments. Except as otherwise provided in these Bylaws or under the laws of the State of Delaware, these Bylaws may be amended, altered or repealed in whole or in part upon recommendation by the Board of Directors by the vote of a majority of the Voting Members of the Corporation participating in any meeting of the Members duly called and at which a quorum is present, provided that notice of proposed amendment, alteration or repeal of these Bylaws is contained in the notice for such meeting.

Bylaws Amended and Restated effective October 9, 2012.