

# **Bylaws of the Government Relations Association (GRA)**

*As amended February 7, 2025*

## **Article I – Name and Location**

Section 1. The name of this organization shall be the GOVERNMENT RELATIONS ASSOCIATION (GRA), a nonprofit corporation incorporated in the District of Columbia.

Section 2. The office of the GRA shall be located in the District of Columbia and/or in such other localities as may be determined by the Board.

Section 3. The Registered Agent of the GRA shall be designated by the Board and may be changed from time to time by the Board of Directors.

## **Article II – Objectives**

The objectives of the GOVERNMENT RELATIONS ASSOCIATION (GRA) shall be as stated in the Articles of Incorporation:

- a) To promote the professions of local, national and international government relations, lobbying, public policy, public affairs, advocacy, and fundraising, and to educate members and the public in the advancement, improvement and function of those in these professions.
- b) To develop and encourage the practice of high ethical standards of personal and professional conduct among these professionals.
- c) To obtain, create and disseminate data and information relative to the functions and accomplishments of those in these professions.
- d) To coordinate with local (Washington DC), state capitol, and international groups of these professionals in the common goal of advancing this essential and ethical profession.
- e) To promote the purpose and effectiveness of the profession consistent with the public interest. Subject to prior approval of the Board, the GRA may take a position and express an opinion on issues directly and generally affecting the profession as such; provided however, that no action shall be taken on such matters as clearly fall solely within the purview of individual segments of the membership.

## **Article III – Definitions**

Notice of Action by Electronic Mail. Any requirement in these Bylaws that a notice, communication, ballot, writing or other item must be in written form may be met by any form of information inscribed in a tangible medium or that is stored in an electronic or other medium and is retrievable in a perceived form.

Government Relations writ-large includes professions including, but not limited to, lobbying, public affairs, public policy, advocacy, and fundraising, or any profession representing the public interest within the structure of government at local, national, and international levels.

## **Article IV – Membership**

Section 1. Qualifications. Membership in this GRA shall be composed of individuals, associations, organizations, and other entities engaged in government relations, or associated activities who agree to comply with the GRA's Bylaws, and Code of Conduct, as approved by the Board.

Section 2. Active Membership. Active membership status shall be the only voting membership in the GRA. Active members are limited to those individuals who devote a substantial part of their time to government relations, or associated activities.

Section 3. Admission of Members. Each applicant for membership shall be approved by the Board, or its designee, provided the applicant agrees to abide by the GRA's Bylaws and Code of Conduct and meets any other qualification for membership determined by the Board.

Section 4. Removal. Members of any classification may be removed from membership by the Board for cause by two-thirds vote except for removal for non-payment of dues under Article VI, Section 2. For any cause other than non-payment of dues, removal shall occur only after the member complained against has been advised of the complaint lodged against him or her, and has been given reasonable opportunity for rebuttal, and such member, if removed, may appeal from the decision of the Board to the Annual Meeting of the GRA, provided that notice of intent to appeal is given to the President at least ten (10) days in advance of the meeting.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

#### **Article V – Allied Organizations**

For the mutual benefit of all concerned, for the advancement of the profession of government relations, and to further the objectives of the GRA, the Board may charter or affiliate with groups or persons engaged in government relations or associated activities on a geographic or other counterpart basis as allied organizations of the GRA. The Board shall have the power to establish the terms and conditions of Allied Organizations as it considers desirable.

#### **Article VI – Dues**

Section 1. Establishment of Dues. Dues and admission fees shall be established by the Board for all classes of membership and are non-refundable.

Section 2. Delinquency and Cancellation. The Board shall set a policy regarding dues delinquency and membership cancellation.

#### **Article VII – Meetings of Members & Voting**

Section 1. Annual Meeting. The annual meeting of the GRA shall be held at such time, place and date as determined by the Board.

Section 2. Special Meetings. Special meetings of the GRA may be called by the Board at any time and shall be called by the President upon receipt by the President of the written request of twenty-five percent (25%) of the active members. The President or his or her designee shall preside. Such special meeting shall be held within thirty (30) days after receipt of such request. The business to be transacted at any special meeting shall be stated in the notice, and no other business may be considered at that time. Special meetings may, at the discretion of the Board, be held by conference call or other means provided, however, that participants are able to read or hear the proceedings and can participate in the speaking.

Section 3. Notice of Meeting. Notice of any meeting of the GRA shall be delivered consistent with Article III of these Bylaws not less than ten (10) nor more than forty (40) days prior to the date of the meeting.

Section 4. Voting. At all meetings of the GRA, each active member shall have one (1) vote. Unless otherwise specifically provided by the Bylaws, a majority vote of those active members present either in person or by signed proxy shall govern.

Section 5. Action by Ballot. Any action that may be taken at any regular, special, or Annual Meeting may, as determined by the Board, be taken without a meeting if the Board delivers a ballot to every member entitled to vote on the matter. On any action by ballot, no less than 20 percent (20%) of all active members must cast a ballot to constitute valid action and a majority vote shall determine such action.

Section 6. Quorum of Members. At a regular, annual or special meeting of members, a quorum shall consist of five percent (5%) of the active members, in person or by proxy, provided that not less than ten (10) active members and the President are present.

Section 7. Cancellation of Meeting. The Board may cancel any Annual or special meeting for cause.

Section 8. Record Date. The record date by which eligibility to vote is determined for special meetings called by members shall be the date the first member signs the petition. With regard to any other meetings, the record date is the day before notice is first given to members.

Section 9. Rules of Order. The meetings and proceedings of the GRA shall be based upon the latest edition of Roberts Rules of Order (Revised) for parliamentary procedure, except as may be otherwise provided by these Bylaws.

## **Article VIII – Officers**

Section 1. Elected Officers. The elected officers of the GRA shall be a President, a Vice President, a Treasurer, and a Secretary, to be elected by the membership at the annual meeting of the GRA or by mail ballot. Officers shall serve until their successors have been duly elected. The Vice President in turn shall succeed to the Presidency if that office should become vacant.

Section 2. Qualification for Office. Any active member in good standing shall be eligible for nomination and election to any elective office in GRA. The Board may set recommended criteria for qualifications for the Nominating Committee to consider during its deliberations.

Section 3. Term of Office. Except as may be otherwise provided by these Bylaws, each elected officer shall take office when elected and shall serve for a term of two (2) full years or until his or her successor is duly elected and qualified. Each officer shall serve as a member of the Board and of the Executive Committee.

Section 4. Re-election. Each elected officer shall be eligible for re-election to one additional term of one (1) year to the same office and shall not be eligible for further election to that office until at least one year shall have elapsed.

Section 5. Vacancies, Removal, & Resignations. Vacancies in any elective office not filled by virtue of these Bylaws may be filled for the balance of the term thereof by the Board. The Board, in its discretion may, by a two-thirds vote of all Board members, remove any officer from office when such action is deemed to be in the best interest of the GRA.

An officer may resign at any time by delivering written notice to the GRA. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. If a resignation is made effective at a later time and the Board accepts the future time, the Board may designate a successor before the effective time if the Board provides that the successor does not take office until the effective time.

## **Article IX – Duties of Officers**

Section 1. President. The President shall serve as Chairman of both the Board of Directors and the Executive Committee; shall also serve as a member, ex-officio, on all committees except the Nominating Committee; and shall make all appointments of all committees and other appointments subject to Board approval.

At the Annual Meeting of the GRA and at such other times as is deemed proper, the President may communicate to the members such suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of the GRA. The President shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board.

Section 2. Vice President. The Vice President shall succeed to the Presidency if for any reason the President is unable to serve. The Vice President shall serve as Chair of the Membership and Outreach Committee for the purposes of facilitating and sustaining GRA's organizational growth, and shall have such other duties as shall be delegated by the Board.

Section 3. Treasurer. The Treasurer shall oversee the GRA's funds; shall collect all member dues and/or assessments; shall establish proper accounting procedures for the handling of the GRA's funds; and shall be responsible for keeping the funds in such banks and/or investments as are approved by the Executive Committee. The Treasurer shall report on the financial condition of the GRA at the Annual Meeting of the members, all meetings of the Board and at other times when called upon by the President.

The Treasurer shall furnish the Executive Committee within thirty (30) days following the end of each year a financial report for the year just completed. At the expiration of his/her term of office, he or she shall deliver over to the successor Treasurer all books, money and other property under the charge of the Treasurer, or in the absence of a successor, such properties shall be delivered to the President. At the time of transition from one Treasurer to the next, all efforts will be made to change and protect usernames and passwords of all key accounts to be known only by the Treasurer, Association Management Company (or Executive Director), and President.

Section 4. Secretary. The Secretary shall be responsible for the upholding of these Bylaws, preside over organizational governance, keep a list of all members and contact information, and record meeting minutes. In the absence of the Secretary, he or she shall appoint another member of the Board to record meeting minutes. The Secretary shall serve as Chair of the Professional Ethics and Standards Committee.

### **Article X – Board of Directors**

Section 1. Authority and Responsibility. The governing body of this GRA shall be the Board of Directors. The Board shall have supervision, control and direction of the affairs of the GRA, its committees and publications; shall determine its policies and changes therein; shall actively pursue its objectives and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee as provided for in Article XI, Section 1 of these Bylaws.

Section 2. Composition. The Board shall consist of the President, Vice President, Treasurer, the Secretary, and at least four (4), but no more than ten (10) Directors provided, however, that the number of directors must be a number divisible by two.

Section 3. By a 2/3 vote of the Board, the Board may increase or decrease the number of directors. Any new Board position so created will be filled pursuant to Article XII.

Section 4. Manner of Election and Term. Directors shall be elected either by a plurality of votes cast at the GRA's Annual Meeting or by ballot as is provided elsewhere in these Bylaws. Directors shall be elected each year to serve for a term of three (3) years or until their successors have been elected and qualified.

Section 5. Re-election. A member who has served on the Board for six (6) simultaneous years shall not be eligible for reelection until at least two (2) years after his or her last term has ended and shall not serve as a Director for more than a maximum cumulative total of twelve (12) years, except that service as an officer or when appointed to fill the remaining term of a Board seat shall not be counted in computing length of service.

Section 6. Quorum of the Board. At any meeting of the Board, one more than fifty percent (50%) of the Board members shall constitute a quorum for the transaction of the business of the GRA, and any such business thus transacted shall be valid provided it is affirmatively adopted by a majority of those present.

Board members may participate by conference call or other means which enable the member to hear or read the proceedings and participate by voting and speaking. Board members participating in this manner shall be counted as present for the purpose of calculating the presence of a quorum.

Section 7. Meetings of the Board. A regular meeting of the Board shall be held at least four (4) and at most six (6) times during the year, at the discretion of the President, at such time and place as the Board may proscribe. Notice of date, time, and place of such meetings shall be given not less than seven (7) days before the meeting is held, provided that, at the beginning of each calendar year, the GRA may provide a single notice of all regular meetings that year or for a lesser period without having to provide notice of each meeting individually.

Section 8. Proxy. Proxy voting is prohibited.

Section 9. Voting by Ballot. Action taken by ballot of the members of the Board in which all Directors, in writing, indicate in agreement, shall constitute valid action of the Board and shall be reported at the next regular meeting of the Board.

Section 10. Absence. Any elected officer or director who shall be absent from a majority of regular meetings of the Board during a single year shall automatically be removed from the seat on the Board and the vacancy shall be filled as provided by these Bylaws; however, the President shall consider each absence of an elected officer or director as a separate matter and may expressly waive such absence. In the event of an absence, the elected officer or director in question shall report to the President for any materials or directives missed while absent.

Section 11. Vacancies and Removal. Any vacancy occurring on the Board between annual meetings shall be filled by appointment by the Board of Directors. A Director so selected to fill a vacancy shall serve the unexpired term of his or her predecessor.

The Board may, in its discretion, by affirmative vote of two-thirds of its members, remove any director for cause when such action is deemed to be in the best interests of the GRA.

## **Article XI – Executive Committee**

Section 1. Authority and Responsibility.

- (a) The Executive Committee may, except as otherwise provided in these Bylaws or by Board resolution, act on any matter on behalf of and with full authority of the Board between Board meetings, provided the Committee by majority vote has made a good faith determination that the GRA's best interests are likely to be adversely

affected if the Committee does not act on a specific such matter before it can be addressed at the next regular Board meeting or at a specially called meeting.

- (b) The Committee shall not have authority to act on behalf of and without the full authority of the Board on: (1) approval of mergers or consolidations or dissolution, transfer or sale of the GRA's assets; (2) changes in GRA policies or, programs or budget that the Board has approved; (3) hiring or termination a staff officer, member of the staff or association management consultant; or (4) the execution, modification or termination of a contract involving a financial obligation by the GRA in excess of \$5,000.00; or (5) any change to the budget resulting in a net change to the budgeted annual expenses of more than 5 percent.
- (c) In all cases where the Committee acts on behalf of the Board, it shall report such action and the reasons it was taken at the next Board meeting, at which time the Board shall ratify or disapprove the Committee's action.

Section 2. Composition. The Executive Committee shall consist of the Elected Officers (President, Vice President, Treasurer, Secretary) of the GRA and the Immediate Past President.

### **Article XII – Special Advisory & Other Committees**

Section 1. Advisory Committees of the GRA. The Board may establish Special Advisory Committees. Committee members shall be appointed by the President subject to the consent of the Board of Directors. Such committees may provide advice and recommendations to assist the Board on actions, policies and procedures on which the Board may act.

Section 2. Nominating Committee

- (a) The President shall appoint, subject to Board approval, a Nominating Committee and its Chair to nominate candidates for each of the required offices and directorships of the GRA to be elected at the Annual Meeting as provided by these Bylaws.
- (b) The Committee membership, which shall consist of a past president, a current Board member who is not an officer and who is not then seeking reelection, and at least one other active Board of Adviser member, shall be announced to the membership at least sixty (60) days prior to the Annual Meeting.
- (c) The Committee shall nominate at least one candidate for each of the offices and directorships as provided by these Bylaws to be elected at the Annual Meeting and shall report such nominations to the Board and membership at least twenty-one (21) days before the Annual Meeting.
- (d) The Committee shall consult with the candidate it nominates for President regarding his or her recommendations concerning potential candidates for other offices and directorships before making such nominations and shall give his or her recommendations careful consideration, provided however, the Committee shall act independently and shall not be required to concur with the Presidential nominee's recommendations.
- (e) Nominations from outside the Committee shall be in order provided any such nominations are submitted to the Board by an active member not less than fifteen (15) days in advance of the Annual Meeting and when submitted have the written support of no less than ten (10) active members.
- (f) Any person nominated shall have given his or her prior written consent to nomination and election.

- (g) Nominations by the Committee and any nominations from outside the Committee that are in order shall be presented to the membership by the Board, with or without recommendations, at the Annual Meeting and then shall be voted upon at the meeting by active members.
- (h) If there is more than one nominee for any one office, then the election of that office shall be conducted by secret ballot in accordance with the latest edition of Roberts Rules of Order (Revised).
- (i) If the membership votes to reject a nomination and there is no other nomination for that office, the Board shall appoint an active member to that office.

Section 3. Budget and Finance Committee. The Budget and Finance Committee shall include the President, and Treasurer. The Treasurer shall serve as Chair. The President may appoint non-officer board members subject to Board approval. The Committee shall perform such duties in connection with the finances of the GRA as the Board may determine from time to time.

Section 4. Professional Ethics and Standards Committee. The Professional Ethics and Standards Committee shall consist of only voting members. The Secretary shall serve as Chair. The mission of the committee is to foster ethical conduct throughout the profession.

Section 5. Membership and Outreach Committee. The Membership and Outreach Committee shall focus on all membership and outreach activities including, but not limited to, membership retention, marketing campaigns, sponsorship opportunities, and individual and community outreach. The mission of the committee is to facilitate and sustain GRA's organizational growth. The Vice President shall serve as Chair.

Section 6. Other Committees. The President, subject to the approval of the Board, may appoint such other committees as are desirable or necessary and which are not inconsistent with the Nonprofit Code or these Bylaws, and the duties of any such committee shall be prescribed by the Board of Directors upon appointment.

### **Article XIII – Additional Finance-Related Provisions**

Section 1. Fiscal Period. The fiscal period of the GRA shall be the calendar year.

Section 2. Directors and Officers insurance. GRA shall furnish by the President, Vice President, Treasurer, and Secretary, and the Board with Directors and Officers (D&O) Insurance. The amount of such insurance shall be determined by the Board and the cost paid by the GRA.

Section 3. Indemnification. The GRA shall indemnify a director or officer to the extent the director or officer was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a director or officer of the corporation against reasonable expenses incurred by the director officer with the proceeding.

Section 4. Budget. The Budget and Finance Committee shall recommend an annual operating budget to the Board for consideration at its regular meeting during the third quarter prior to the year for which the budget is proposed.

Section 5. Financial Review and Audit. The books and records of the GRA shall be reviewed or audited every two years by a certified public accountant as determined by the Board. The resulting report and any management comments shall be submitted to the Board.

### **Article XIV – Executive and Staff**

Section 1. The Board may operate: (1) without paid staff; (2) with staff employed by the GRA; or (3) through an outside Association Management Company (AMC).

Section 2. The Chief of the GRA's paid staff, or, alternatively, the person designated by the outside management company to manage the offices of the GRA, shall have the title of Executive Director.

Section 3. If the Board chooses to retain an outside Association Management Company, the terms and conditions shall be specified by the Board in a management contract.

#### **Article XV – Dissolution**

The GRA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall belong, or be distributed, to the members of the GRA upon dissolution. On dissolution of the GRA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific, or philanthropic organizations to be selected by the Board. The receiving organization(s) must hold a 501(c)(3) exemption with the Internal Revenue Service.

#### **Article XVI – Amendments**

These Bylaws may be amended or repealed by a two-thirds vote of the regular members present at any Annual Meeting of the GRA duly called and regularly held, notice of such proposed changes having been provided to the members not less than ten (10) nor more than thirty (30) days before such meeting, or by a two-thirds vote of the active members voting by a thirty-day mail ballot. Amendments may be proposed by the Board on its own initiative if approved by two-thirds of the Board, or upon the petition of ten percent (10%) of the active members addressed to the Board. All such proposed amendments shall be presented by the Board to the membership with or without recommendation.