

**BYLAWS OF
PROFESSIONAL FACE-TO-FACE FUNDRAISING ASSOCIATION**

ARTICLE I – OFFICES

The principal office of the Corporation shall be located in the State of Virginia. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II – PURPOSE

Section 1 – Purpose. Said corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the corporation is to:

To educate and inform the public, non-profit organizations, Professional Fundraising Agencies and regulatory bodies, and the private sector about the benefits/values of face-to-face fundraising, operations/admin of face-to-face, best practices, benchmarking, and transparency.

To advocate for the face-to-face industry in general, non-profit organizations, Professional Fundraising Agency Staff, more friendly licensing protocols, best practice standards across the industry, awareness & public perception, perception of competence and skill of face-to-face fundraisers.

To protect donors and their choice to give, as well as the reputation of non-profit organizations and the face-to-face industry.

To foster and promote open and fair competition within the face-to-face fundraising industry.

To represent our members and the profession.

To regulate the professional and ethical performance and behavior of Professional Fundraising Agencies and non-profit organizations with internal face-to-face fundraising teams.

To lead the industry, public perception and benchmarking within the sector.

Section 2 – No private inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private of or be distributable to its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

Section 3 – No lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not, except to an

insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of that corporation.

Section 4 - Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes, or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

Section 5 – Private Foundation. In the event that the Corporation fails to qualify as a public charity under federal tax law and is considered a private foundation, the corporation shall comply with the following: a) it will distribute its income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; b) it will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; c) it will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; d) it will not make any investments in any manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws; and e) it will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE III- MEMBERS AND MEMBERSHIP

Section 6 – Members. The corporation shall have members.

Section 7 – Membership Eligibility. Non-profit organizations that utilize face-to-face fundraising, professional fundraising agencies that provide face-to-face fundraising services, and other organizations that support them in the U.S. market may apply for admission to the Association.

Section 8 – Admission to Membership. Once an eligible organization has submitted an application for admission, the application shall be reviewed by PFFA staff to verify membership category and criteria is met: a) Members must be 501C3 tax-exempt corporations or charitable organizations (if a non-US charitable organization member) that are currently using or plan to use face-to-face fundraising as a form of acquisition service, or; b) a for-profit agency which provides face-to-face fundraising, directly or indirectly, contracted with a nonprofit organization, or; c) a for-profit agency which provides support services to support a face-to-face acquisition program for a nonprofit or for-profit agency, or; an organization that does not desire membership but requests to participate with members in coordinated territory management efforts and rotations.

Section 9 – Effect of Admission. Admitted members acknowledge that their membership is conditioned upon adherence to these Bylaws, the membership benefits guide, Section 10 of this Article, and the terms and conditions of membership as shall be from time to time published by the Board.

Section 10 – Fair and Open Competition. The Association encourages all members to ensure that their activities conform to all U.S. federal and state antitrust laws and competition laws, and the activities of the Association are intended to promote such competition. The Board shall consult legal counsel and seek legal review whenever necessary to ensure that the activities of the Association are conducted in conformance with such laws.

Members of the Association shall commit to fostering competition. Each Member acknowledges that it may compete with other Members in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws or regulations. Without limiting the generality of the foregoing, Members, their agents, or representatives that are competitors shall not discuss with one another issues relating to their product and marketing costs, product pricing, methods or channels of product distribution, any division of markets or territories, customers, or any other subject which might be seen to hinder fair and open competition. This provision shall not prevent members from coordinating efforts with other members and nonmembers to ensure robust competition by the voluntary coordination of territories for the benefit of the public, small business owners, the charity, fundraiser safety, and all market actors. Through coordination, all members and nonmembers have equal access to territories and markets in a way that delivers fundraising results and a meaningful experience for the community in which these efforts take place.

ARTICLE IV – BOARD OF DIRECTORS

Section 11 – Number, Election, and Term of Office. The number of directors of the Corporation shall be 9 consisting as follows:

- a) 5 representatives of Non-Profit Organizations.
- b) 3 representatives of Professional Fundraising Agencies.
- c) 1 representative of Affiliate organizations.

This number may be increased or decreased by the amendment of these bylaws by the Board but shall in no case be less than 5 director(s) of whom a majority must be Non-Profit Organization members. The Board of Directors shall be elected each year. The Board shall be elected by the members at their annual meeting. Each director shall hold office for a period no more than two years per election, and until his successor is elected and qualified, or until his prior death, resignation, or removal.

Section 12 – Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

Section 13 – Duties and Powers. The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

Section 14 – Annual Meetings. An annual meeting of the Board shall be held each year unless rescheduled by the Board. The Board may from time to time provide by resolution for the holding of other meetings of the Board and may fix the time and place thereof.

Section 15 – Special Meetings. Special meetings of the Board shall be held whenever called by the President or one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Section 16 – Notice and Waiver. Notice and waiver of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail or by facsimile to each Director at his address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 17 – Chairperson. The Board may, at its discretion, elect a Chairperson. At all meetings of the Board, the Chairperson of the Board, if any and if present, shall preside. If there is no Chairperson, or they are absent, then the President shall preside, and in their absence, a Chairperson chosen by the directors shall preside.

Section 18 – Quorum and Adjournments. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

Section 19 – Board Action. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is in the minute book.

Section 20– Telephone and Video Conference Meetings. Directors may participate in meetings of the Board through the use of a telephone or other electronic device if such can be arranged so that all Board members can hear all other members. The use of a telephone or other electronic device for participation shall constitute presence in person.

Section 21 – Resignation and Removal. Any director may resign at any time by giving written notice to another Board member, the President, or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

Section 22 – Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be

construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 23 – Liability. No director shall be liable for any debt, obligation, or liability of the corporation.

ARTICLE V – OFFICERS

Section 24 – Number, Qualification, Election, and Term. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, as the Board may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. The officers of the Corporation shall be elected by the Board at the regular annual meeting of the Board. Each officer shall hold office until the annual meeting of the Board next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation, or removal.

Section 25– Resignation and Removal. Any officer at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the Board at any time.

Section 26 – Vacancies. A vacancy in any office may, at any time, be filled for the unexpired portion of the term by a majority vote of the Board.

Section 24 – Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board. The President shall be the chief executive officer of the Corporation.

Section 27 – Compensation. The officers of the Corporation shall be entitled to such compensation as the Board shall from time to time determine.

Section 28 – Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his powers or duties to any other Officer or to any other Director.

Section 29 – Shares of Other Corporations. Whatever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholder’s meetings and execution of waivers, consents, proxies, or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the Board may authorize.

Section 30 – Liability. No officer shall be liable for any debt, obligation, or liability of the Corporation.

ARTICLE VI – COMMITTEES

Section 31 – Committees. The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The committees of the corporations shall keep regular minutes of their proceedings and report these minutes to the Board of Directors when required.

ARTICLE VII – BOOKS, RECORDS AND REPORTS

Section 32 – Annual Report. The President of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors.

Section 33 – Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings, and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 34 – Inspection of Corporate Records. If this corporation has members, then those members shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

ARTICLE VIII -FISCAL YEAR

Section 35 – Fiscal Year. The fiscal year of the Corporation shall be the period selected by the Board of Directors as the tax year of the Corporation for federal income tax purposes.

ARTICLE IX – CORPORATE SEAL

Section 36 – Seal. The Board of Directors may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

ARTICLE X – AMENDMENTS

Section 37 – Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors unless this corporation has members, in which case they can be amended as provided by law.

Section 38 – Bylaws. These Bylaws may be amended by the Board of Directors.

XI – INDEMNIFICATION

Section 39 – Indemnification. Any officer, director, or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 40 – Insurance. The corporation may but is not required to obtain insurance providing indemnification.

Certified to be the Bylaws of the Corporation adopted by the Board of Directors on this 9th of September 2023.

Tina Meyer - Sept-9-2023

Tina Meyer, Interim President

Professional Face-to-Face Fundraising Association