



# **ASSOCIATION OF FUNDRAISING PROFESSIONALS - BYLAWS**

**December 4, 2025**

## **Article I Principal Office**

**Offices.** The Association of Fundraising Professionals, a nonprofit corporation incorporated under the provisions of the District of Columbia Nonprofit Corporation Act (hereinafter the "Association" or "AFP"), may have such office or offices at such suitable place or places within or without the District of Columbia as may be designated from time to time by the board of directors (hereinafter the "board") of the Association.

## **Article II Purposes**

The purposes for which the Association is organized are as stated in the Articles of Incorporation, and include to:

1. pursue the advancement of philanthropy;
2. promote public awareness of the fundraising profession and the value of fundraising professionals to the fundraising process;
3. foster the development and growth of professional fundraisers committed to the preservation and enhancement of the philanthropic and fundraising processes generally;
4. establish, promote, and enforce one or more codes for ethics and professional practices in fundraising and nonprofit organization management and operations;
5. require of its members adherence to the AFP Code of Ethical Standards;
6. promote and provide professional education and training for fundraisers and other interested individuals and organizations
7. implement programs that promote and enhance cultural and social diversity and inclusiveness in its membership and leadership and in the nonprofit sector and society generally;
8. collect, research, publish, and disseminate data, information, and material about philanthropy, fundraising, and nonprofit organization management and operations generally;

9. promote public awareness and understanding of philanthropy, fundraising, and nonprofit organization management and operations generally;
10. engage in any and all activities appropriate to develop, foster, and maintain public policy, regulatory, and legislative initiatives favorable to philanthropy and fundraising and nonprofit organization management and operations generally;
11. enlist, organize, and support members and others for achievement of its purposes;
12. foster international cooperation, diversity, and inclusiveness, and exchange of knowledge, techniques, education, and best practices among fundraisers and nonprofit/nongovernmental organizations and public policy makers worldwide;
13. provide credible and authoritative certification, endorsement, licensing, and related fundraising and nonprofit organization management and operations programs for individuals and organizations; and,
14. engage in such other and further activities as may be desirable or required to fulfill the purposes and objectives of the Association and which are consistent with the federal income tax exemption determination for the Association that it is not organized for profit and no part of its net earnings inure to the benefit of individuals.

### **Article III Codes of Ethical Standards**

**A. Code and Standards.** The Association shall have the power to adopt one or more codes of ethical standards (hereinafter the "Codes") and amendments thereto. All members of the Association shall, by virtue of their membership, be bound by the Codes.

#### **B. Revisions**

1. The board shall have the power (a) to adopt and amend the Codes from time to time as such action may appear to be advisable; and (b) to issue official interpretations of the Codes and express its opinion regarding appropriate professional conduct. The board may delegate these powers to one or more committees of the Association.
2. Changes to the Codes shall be effective as specified by the board.

## **Article IV Membership & Affiliation**

### **A. Members and Affiliates**

1. Association membership and affiliation shall be offered to, and accepted by, individuals and organizations based upon criteria and standards adopted from time to time by the board.
2. Members and affiliates of the Association shall also be associates of the Association's chartered chapters located in the city or region in which they reside or have their principal place of business. Where there is no chapter established within a distance specified by the board from time to time, of a member's or affiliate's residence or place of business, individuals may become members at-large.
3. Members and affiliates may be associated with more than one chapter consistent with criteria established from time to time by the board.

### **B. Membership Categories**

The Association may have such membership categories as may be designated from time to time by the board. Regardless of membership category, all AFP members must subscribe to the Codes and promote the Donor Bill of Rights.

### **C. Members and Affiliates in Good Standing**

1. Pursuant to the limitations, if any, placed on members in designated membership categories, members who are in good standing may vote, serve on chapter or Association committees and task forces and hold Association or chapter office. Members in restricted membership categories may be limited with regard to voting and opportunities for service as Association board members or officers, and in other ways, as determined from time to time by the board.
2. A member in good standing is one whose Association dues are current and who has not been found by the board or the AFP Ethics Committee to be in violation of the AFP Codes.

## **D. Meetings and Actions of the Membership**

Members meet at least annually with notice provided no fewer than ten (10) or more than sixty (60) days in advance. Meetings may be held in person or by means of remote communication. Member voting without a meeting may also occur via ballot, in accordance with the provisions of the District of Columbia Nonprofit Corporation Act. Two percent (2%) of those members eligible to vote forms a quorum; a majority of votes is required to carry a matter where a quorum exists unless otherwise provided by these bylaws or District of Columbia Law.

## **Article V Dues**

The annual Association dues for all categories of membership and affiliation shall be fixed and stated from time to time by the board of the Association with changes effective as specified by the board. Chapters may establish dues in addition to those mandated by the Association pursuant to policies and criteria established from time to time by the board.

## **Article VI Board of Directors**

**A. General Authority.** There shall be a board of directors of the Association that shall provide direction to the formulation of, and leadership to, the achievement of the organization's core purpose, vision, mission, values and strategies, and to its annual objectives and goals. The governing body of the Association is the board, which has authority, and is responsible, for governance of the Association. The board establishes Association policy and monitors implementation of policy by the Association's employed staff under the direction of the president and chief executive officer. The board shall:

1. determine the policies of the Association and pursue its purposes;
2. oversee disbursement of the funds of the Association and ensure an annual audit of the Association's financial records by independent auditors appointed by the board, as well as promulgate an annual report to the membership;
3. adopt such rules and regulations for the conduct of its business, as shall be deemed advisable;
4. establish the Codes, and amendments thereto;
5. fix and state from time to time the annual Association dues and member fees for all categories of membership and affiliation, with changes effective as specified by the board;

6. amend the Association’s bylaws, subject to ratification by the membership as set forth herein;
7. charter and discontinue chapters of the Association;
8. employ and support the president and chief executive officer of the Association; monitor the performance of the president and chief executive officer of the Association; and, if deemed necessary, terminate the employment of the president and chief executive officer of the Association;
9. approve the annual budget of the Association, ensure the financial solvency of the Association, and provide accountable and transparent stewardship of the Association's assets; and,
10. support the Association’s affiliated foundations.

## **B. Composition**

1. The board shall be composed of not less than 12, but not more than 19 members, including:
  - a. the five (5) officers of the Association (chair, immediate past chair, chair-elect, treasurer, and secretary), elected by the board;
  - b. one (1) director elected by the Chapter Presidents Council in accordance with board policies, procedures and criteria;
  - c. the following four (4) directors serving *ex-officio* by virtue of their positions with their respective organizations: AFP Foundation for Philanthropy board chair, AFP Canada board chair, AFP Foundation for Philanthropy – Canada board chair, and the AFP Mexico Foundation membership representative in accordance with their organizations’ governing documents;
  - d. up to 8 at-large directors, elected by the membership in accordance with board policies, procedures and criteria; and,

- e. the president and chief executive officer, who shall serve *ex-officio*, without voting privileges.
2. Criteria for board membership shall be established from time to time by the board.

### **C. Term of Office**

1. Except for *ex-officio* members, who shall serve on the board for so long as they hold their respective positions, the Chapter Presidents Council board representative, and elected officers, who shall serve for one-year terms as they are elected by the board, the term of office for members of the board shall be two years, with a maximum of four consecutive full terms. Terms commence January 1.
2. Except for time serving as the chair, chair-elect, and immediate past chair, no director may serve more than eight years consecutively on the Association board, in any combination of director category, without a minimum one-year break in service.

### **D. Manner of Election of Directors**

1. The Nominating Committee shall recommend for election (by the membership or the board, as applicable) a slate of directors. The names of the persons selected by the Nominating Committee and, if the committee shall so choose, a brief biographical sketch of each, shall be sent to the membership eligible to vote and/or the board at least 15 days prior to election.
2. Voting shall be conducted pursuant to policies, procedures and criteria established from time to time by the board.

### **E. Resignation and Removal**

1. A director may resign at any time by giving written, including electronic mail, notice to the chair or secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
2. Any director may be removed by a majority vote at any regular or special meeting of the board, at which a quorum is present, for any reason.

**F. Vacancies.** Any vacancy occurring within the board as a result of resignation, removal, death or other reason, other than the directors serving *ex-officio*, may be filled upon presentation by the Nominating Committee of a candidate for consideration by the board. The board shall elect a successor to complete the unexpired term. A director chosen to fill a vacancy pursuant to this paragraph may, upon the expiration of the term related to the vacancy, serve additional terms as a director, subject to the term limits set forth in these bylaws; provided, however, that time spent filling a vacancy shall not be counted for purposes of term limits.

**G. Annual Meeting.** The annual meeting of the board shall be held at such time and such place as shall be determined by resolution of the board.

**H. Regular Meetings.** Additional regular meetings of the board shall be held at such times, dates and places as shall be determined by the chair, for the purpose of transacting such business as may be presented to the board.

**I. Special Meetings.** Special meetings of the board may be called at the direction of the chair, or upon petition to the chair by a majority of the directors then in office, to be held at such time, date and place as shall be designated in the notice of the meeting.

**J. Teleconference Meetings.** Upon proper notice, the board may meet via telephone conference or other technology where a quorum is present and where all those present can hear and speak sufficiently to participate in discussion and voting.

**K. Notice and Waiver.**

1. Notice of the time, date and place of any regular meeting of the board shall be given at least 15 days prior to such meeting and notice of any special meeting of the board shall be given at least 2 days prior to such meeting.
2. The purpose or purposes for which a special meeting is called shall be stated in the notice; no business, other than that stated in the notice, shall be taken up.
3. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**L. Quorum.** At each meeting of the board, a majority of the members of the board then in office shall be present to constitute a quorum for the transaction of business.

**M. Manner of Acting.** The act of a majority of directors in person at a meeting of the board, where a quorum is present, shall be the act of the board. There shall be no voting by proxy by

the board or its members. In the absence of a quorum, any action taken shall be recommendatory only but shall become valid if subsequently confirmed at a meeting of the board, by a majority vote in conformance with the quorum requirements of the board or by unanimous written consent of the board. The board may act without a meeting where the board's action is approved in writing, including by electronic means, by all board members eligible to vote.

**N. Compensation.** Other than the President and CEO, directors shall not receive any compensation for their services as members of the board.

**O. Procedure and Order of Business.** Parliamentary rules, as stated in the most recent edition of *Roberts Rules of Order Newly Revised*, shall govern the procedure of all meetings of the board, except insofar as other procedures and rules have been established by resolution of the board.

## **Article VII Officers of the Association**

### **A. Officers**

1. The elected officers of the Association shall consist of a chair; immediate past chair, who shall serve as chair of the Nominating Committee; chair-elect, who shall serve as chair of the Strategic Planning Committee; treasurer, who shall serve as chair of the Finance Committee; secretary, who shall serve as chair of the Governance Committee; and such other officers of the Association as the board may deem necessary or advisable.
2. The Association also has a President and CEO who serves as the chief employed officer of the Association.

**B. Election of Officers.** The elected officers of the Association shall be elected by a majority vote of the members of the board following the presentation of a slate of nominees prepared by the Nominating Committee. Such elections shall take place at the annual meeting of the board.

### **C. Term of Office**

The elected officers of the Association shall take office on January 1 of the calendar year following their election and shall hold office for one year, or until their respective successors shall be duly elected. No elected officer may serve more than two one-year terms in the same office.

#### **D. Resignation and Removal**

1. An officer may resign at any time by giving written notice to the chair or secretary. The resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.
2. Any elected officer may be removed, for any reason, at any time by a majority vote of the members of the board then in office. Removal may occur at any regular or special meeting of the board.

**E. Vacancies.** In the case of resignation of the chair of the Association or, if for any other reason, the chair is unable to complete the term, the chair-elect shall succeed to the chair and complete the unexpired term. In the case of resignation of any other officer of the Association or, if for any other reason, including ineligibility, an officer is unable to complete the term, the Nominating Committee shall present a candidate for consideration by the board. The board shall elect a successor to complete the unexpired term, either at any meeting at which a quorum is present or by unanimous written consent of the directors then in office.

**F. Chair of the Association.** The chair of the Association shall serve as the chair of the board and shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the chair of the board of a corporation and shall, in partnership with the president and chief executive officer, ensure that the board fulfills its governance and stewardship responsibilities. The powers and duties of the chair of the Association shall include, but not be limited to, presiding at all meetings of the board, executive committee, and membership; scheduling meetings of the board and executive committee; setting agendas for meetings of the board and executive committee, with the assistance of the president and chief executive officer and the executive committee; recommending to the executive committee, with the assistance of the president and chief executive officer of the Association and considering the future needs of the Association, persons to serve as committee chairs and members of board committees; serving in an *ex-officio* capacity without vote on all committees of the Association; and focusing the board's attention on matters of institutional governance that relate to the Association's core purpose, vision, mission, and strategic priorities and to its own structure, role, and relationship to management. At the request of the chair, the chair-elect or the executive committee, the board secretary shall perform all duties of the chair and chair-elect of the Association during the absence or disability of the chair and the chair-elect.

**G. Chair-Elect.** The chair-elect shall perform all duties of the chair of the board during the absence or disability of the chair and shall perform such other duties as the chair and board may designate, including, but not limited to, being responsible for leading the strategic planning function, attending meetings as directed by the chair of the Association, and representing AFP to other associations and organizations as requested by the chair or president and chief executive officer.

**H. Treasurer.** The treasurer of the Association shall ensure the fiscal integrity of the Association and shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the treasurer of a corporation and such other duties as the chair and the board may designate, including, but not limited to, serving as chair of the Finance Committee; ensuring that the Association maintains accurate financial records; monitoring Association expenditures to ensure operation within the annual budget; assisting as necessary, in the preparation and distribution of an independent annual audit of the Association finances by a certified public accounting firm and the Audit Committee of the Association; ensuring that all board financial policies are being followed; ensuring that regular financial reports are submitted to the board and chair of the Association and presenting a report at each meeting of the board; and overseeing preparation of the annual budget of the Association.

**I. Secretary.** The secretary of the Association shall ensure that records are maintained of all Association board and Executive Committee meetings and shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the secretary of a corporation and such other duties as the chair and board may designate, including, but not limited to, serving as chair of the Governance Committee; ensuring that all substantive actions of board and Executive Committee meetings are recorded in the minutes and distributed to the board, the president and chief executive officer, and others as directed by the board; ensuring that current copies of the Association bylaws, policies, and procedures are provided to the chair and other officers and directors as required; obtaining information from records and minutes for board decision making; and acting as the parliamentarian at all meetings of the board and membership.

**J. President and Chief Executive Officer.** The president and chief executive officer of the Association shall be the chief employed officer of the Association and shall perform all duties commonly incident to and vested in the office of the president and chief executive officer of a corporation and such other duties as the chair and the board may designate. The president and chief executive officer shall manage, supervise, and control the business, property, and affairs of the Association. With the board, the president and chief executive officer shall be the primary force in moving the organization to realize its opportunity for service and fulfillment of its obligations to its constituencies. With the chair, the president and chief executive officer shall enable the board to fulfill its governance function, facilitating optimum interaction between management and the board. The duties and responsibilities of the president and chief executive officer of the Association shall include, but not be limited to, planning regularly with the chair of the Association for leadership of the organization; assisting the chair and, with the Executive Committee, as appropriate, developing agendas for meetings; informing the board and the chair of the Association of the condition of the Association and all important factors affecting it; managing the development, implementation, and evaluation of the policies and plans of the board; hiring, managing, supporting, retaining, and evaluating Association staff and independent contractors; managing the Association's financial resources and maintaining budgetary controls; attending all board and Executive Committee meetings (other than where the president and chief executive officer's performance is being reviewed by holding an executive session);

communicating the Association’s vision and mission to its members, staff, and the public; and presenting the Association to its many publics and serving as the chief spokesperson for the Association.

### **Article VIII** **Committees, Boards and Unincorporated Boards**

**A. Standing Committees.** The Association shall have the following standing committees: the Executive Committee, the Finance Committee, the Ethics Committee, the Member Code of Conduct Committee, the Governance Committee, and the Nominating Committee. Pursuant to the recommendation of the chair, the Executive Committee shall, subject to ratification by majority vote of the board, appoint the members of the Ethics, Member Code of Conduct, and Finance committees. The chair of each standing committee shall serve for a one-year term and may serve for a second term upon reappointment; provided, however, that the chairs of the Finance Committee, Governance Committee, and Nominating Committee shall serve for a term coinciding with their appointed officer roles on the board, and the chair of the Ethics and Member Code of Conduct Committees may serve additional terms upon recommendation of the Ethics and Member Code of Conduct Committees and approval of the board. Each chair of a standing committee, except the Ethics and Member Code of Conduct Committee Chairs, shall be a member of the board of the Association. All standing committees shall report directly to the board through the chair of such committee.

**B. Executive Committee.** The Executive Committee shall consist of the five elected officers of the Association. The Executive Committee shall have and may exercise all the powers of the board when necessary between meetings of the board; partner with the president and chief executive officer to identify committee chairs and members; and ensure the annual evaluation of the president and chief executive officer’s performance. All actions of the Executive Committee shall be reported to the board during its next succeeding meeting.

1. **Meetings.** The Executive Committee shall convene upon call of the chair, and may meet, including by teleconference, without prior resolution or approval of the Executive Committee or the board.
2. **Quorum.** Three members shall constitute a quorum of the Executive Committee for any meeting.

**C. Ad-Hoc Committees, Unincorporated Boards and Other Task Forces.** The chair of the Association with the consent of the Executive Committee, may from time to time create other committees, unincorporated boards, or similar task forces (hereinafter generally referred to as “committee[s]”) to accomplish the Association's purposes and goals. The chair of the Association shall annually appoint a chair for each ad hoc committee. Unless otherwise provided by these bylaws, members of ad hoc committees may be selected by committee

chairs from members of the board or from nonmembers of the board, and any member of AFP may serve on any committee of the Association.

**D. Meetings.** Each committee or task force shall adopt its own rules governing the time and place of holding, and the method of calling, its meetings.

**E. Committee Quorum and Manner of Acting.** Unless otherwise provided by these bylaws, or by the bylaws of the unincorporated board, at each meeting of a board committee or task force, the greater of 2 members or 1/3 of the members of the committee shall be present in person (including via virtual participation) in order to constitute a quorum for the transaction of business, and the act of a majority of the persons on the committee present at a meeting at which a quorum is present shall be the act of the committee.

**F. Removal and Dissolution.** A person on any non-board committee or task force may be removed from the committee, for any reason, at any time by the chair of the committee or the chair of the board of the Association. Any ad hoc committee, unincorporated board, or task force may be dissolved at any time and for any reason by resolution of the board.

**G. Vacancies.** Any vacancy in a standing or ad hoc committee shall be filled in the manner prescribed by these bylaws for original appointments to the committee.

**H. Reports to Board.** All substantive actions by any committee shall be reported to the board during its next succeeding meeting.

**I. Committee Authority.** Only committees made up exclusively of board members and appointed by the full board may be considered board committees and delegated board authority.

## **Article IX**

### **Chapters and Affiliated Organizations**

#### **A. Chapters**

1. The board, at its discretion, may charter chapters of the Association and dissolve chapters of the Association. Such chapters shall conduct their affairs and programs in conformity and compliance with the directives, instructions, guidelines, and policies of the board and in harmony with the bylaws, plans, chapter geographic boundaries, and strategic priorities of the Association. Chapters may not undertake any actions or agreements that are inconsistent with the interests, plans, or policies of the Association. Upon direction of the Association board, a chapter through its board and associates shall submit to and take whatever action is required by the directive(s) of the Association board.

2. The board in consultation with the chapters may establish and, from time to time, in its discretion revise the geographic boundaries served by each chapter. Members whose residence or place of business is within those boundaries shall be associates of the chapter serving that area; chapters may not conduct activities, programs, or business beyond the chapter's geographic service boundaries except with the written approval of the Association.

3. Each chapter shall adopt the uniform name, "The Association of Fundraising Professionals, (city, state/province, or area) Chapter." Chapters may not license or otherwise authorize the use of the AFP name, logo, written materials, copyright, and similar intellectual property for any purpose to third parties except with the written approval of the Association.

**B. Affiliated Organizations.** The Association's affiliated organizations shall consist of AFP Canada, the AFP Foundation for Philanthropy – United States, the AFP Foundation for Philanthropy – Canada, and the AFP Foundation for Philanthropy – Mexico, and the Chapter Presidents Council. The chair of each of these affiliated organizations shall serve on the board of the Association, with the exception of the AFP Foundation for Philanthropy – Mexico, which may designate a representative other than the chair to serve on the board of the Association.

## **Article X Fiscal Year**

The fiscal year of the Association shall be determined by the board.

## **XI Voting**

Voting by eligible members on all matters, including the election of directors, may be conducted by mail and electronic media, provided, however, that a single medium shall be employed for each vote, to the extent permitted by the applicable District of Columbia Nonprofit Corporation Act.

## **Article XII Execution of Instruments**

**A. Contracts, Instruments.** The Executive Committee shall designate the officer or officers, or agent or agents, including staff, authorized to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the Association; such authority may be general or may be confined to specific transactions. The president and chief executive officer may delegate such authority as may be vested in him or her to appropriate senior staff.

**B. Deposits.** Funds of the Association may be deposited from time to time to the credit of the Association at federally insured and federally chartered depositories. Investment funds of the Association shall not be treated as “deposits” for this purpose.

**C. Orders for the Payment of Money and Evidences of Indebtedness**

1. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Association shall be signed only by officers or agents duly authorized to do so by the Executive Committee of the Association, and in the manner, that shall be determined from time to time by the Executive Committee.
2. Endorsements for deposit to the credit of the Association in any of its authorized depositories may be made, without countersignature, by any officer or agent of the Association, or may be made by hand-stamped or electronic impression in the name of the Association, unless otherwise provided by the Executive Committee.

**D. Sale or Transfer of Securities.** Stock certificates, notes, bonds, or other securities held or owned by the Association may be sold, transferred, or otherwise disposed of when endorsed for transfer by only those officers or agents so authorized by the Executive Committee, and in the manner that shall be determined from time to time by the Executive Committee or by any committee to which the power to authorize such sale, transfer, or other disposal shall have been delegated by the Executive Committee.

**Article XIII  
Indemnification**

**A.** The Association, at the discretion of the board, may indemnify each member of the board and each of its officers for the defense of claims and civil or criminal actions or proceedings as hereinafter provided, and notwithstanding any provision in these bylaws, in a manner and to the full extent permitted by applicable law except for *ultra vires* acts (those beyond one’s authority), or acts of fraud or gross negligence.

**B.** Every reference herein to a member of the board or officer of the Association shall include employed staff and agents as well as former staff, agents, directors, and officers of the Association when acting within the scope of their duties on behalf of the Association. This indemnification shall apply to all of the judgments, fines, amounts in settlement, and reasonable expenses whenever arising. This indemnification shall be in addition to any and all rights to which any staff, agent, director, or officer of the Association might otherwise be entitled.

**Article XIV  
Limitation on Activities**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of the net earnings, gains or assets of the Association shall inure to the benefit or be distributable to its directors, officers, other private individuals, or organizations organized and operating for profit, except that the Association is authorized and empowered to pay reasonable compensation for services rendered.

**Article XV  
Dissolution**

Upon dissolution or final liquidation of the Association, any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Association, be distributed to one or more regularly organized and qualified not-for-profit organizations to be selected by the board in conformance with the Articles of Incorporation of the Association.

**Article XVI  
Amendments to Bylaws**

These bylaws may be amended at any duly constituted meeting of the board. The proposed bylaw amendments shall be in writing and shall be distributed to the board no less than 15 days prior to the date of the board meeting. A two-thirds affirmative vote of the directors present and voting shall be required for passage of any proposed amendment to these bylaws. Bylaw amendments shall be in writing and shall be distributed by the board to the membership for ratification within the 180 days of adoption by the board. All amendments must be ratified by a majority vote of the votes cast by a quorum of the voting members of the Association in good standing before the amendments can be effective. Amendments shall be ratified by vote as set forth above, of the membership without a meeting, pursuant to 15 days notice delivered to the membership by mail, overnight delivery, or email or other electronic means.