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**Association for Research on Nonprofit Organizations and Voluntary Action**  
**SECTION ON GOVERNANCE**  
**BYLAWS**

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**I. History, Purpose and Objectives of the Section on Governance**

**A. History**

Originating as an interest group within ARNOVA in 2010, the section formed in November 2014.

**B. Purpose**

The Governance Section of ARNOVA is a diverse community of scholars, educators and practitioners committed to improving and furthering governance in nonprofit organizations and networks in the context of philanthropy, civil society, and voluntary action. Our community provides a forum for networking, sharing information and resources, and fostering and disseminating related research.

**C. Objectives**

1. Support the development of research on nonprofit governance through a range of methodologies,
2. Encourage the study of nonprofit governance through various levels of analyses and perspectives,
3. Actively disseminate this research at ARNOVA annual meetings, other conferences and meetings of governance-interested scholars and practitioners, through publications such as academic journals that are both specialized and general, and edited books with reputable publishers,
4. Pursue the transfer of this research to practice via a range of partnerships within the US and internationally, *and*
5. Promote a climate of interest and collegiality to encourage collaborative and cross-disciplinary explorations of nonprofit governance.

**II. Membership**

Membership in the Section is on an annual basis and is open to any member in good standing of ARNOVA. The Section seeks membership diversity across ages, gender identity, ethnicity, race, geographic location, academic discipline, and teaching activities.

Any ARNOVA member who elects to join the section shall become a section member upon payment of Section dues. Benefits of Section membership are tied to the annual payment of dues.

### **III. Leadership Team**

#### **A. Leadership**

Section activities are coordinated by a Leadership Team consisting of five to nine (5 to 9) officers elected by current Governance Section members, including a range of one to three Members-at-Large. Responsibility for the work of the Section will be shared among the members of the Leadership Team. However, the Leadership Team may delegate subsets of this work to other individuals and/or working groups in order to (1) distribute tasks, (2) deepen and sustain participation, and (3) develop future Section leadership. The elected positions are:

##### **Chair**

The Chair is responsible for overall coordination of Section activities and serves as a liaison to ARNOVA on all Section matters. *See III.F. Officer Duties for complete details.*

##### **Chair-Elect**

The Chair-Elect partners with the Chair to coordinate activities of the Governance Section and is responsible for assigned programs. The Chair-Elect assumes the Chair position upon completion of the Chair-Elect term of office. *See III.F. Officer Duties for complete details.*

##### **Secretary**

The Secretary is charged with maintaining and retaining Section files and ensuring proper transition of files, in good order, to the subsequent Secretary. *See III.F. Officer Duties for complete details.*

##### **Treasurer**

The Treasurer is responsible for managing the Section's finances. *See III.F. Officer Duties for complete details.*

##### **Member(s)-at-Large**

The Member(s)-at-Large is/are responsible for the organization of non-conference Governance Section professional development activities. *See III.F. Officer Duties for complete details.*

#### **B. Terms of Office**

1. The terms of office for the Officer positions are two years. The Chair-Elect automatically assumes the Chair position at the end of their term as Chair-Elect.
2. Terms of office for the Secretary, Treasurer, and Member(s)-at-large will be staggered whenever possible, with two positions elected one year and the other position elected the following year.
3. Newly elected officers begin their terms of office at the Annual Meeting.

### **C. Election of the Officers**

1. Officers are elected annually in the fall unless none of the incumbent officers' terms are ending.
2. Any current member in good standing who has demonstrated a commitment to the Section's purpose through active participation in one or more of its programs is eligible to be elected as an officer.
3. The Governance Section Chair will oversee the elections process. The Leadership Committee will support the process.
4. With input from the Governance Section Leadership Team, the Chair will appoint a Nominating Committee. Nominating Committee members must be current Governance Section members. Incumbent Governance Section officers cannot serve on the Nominating Committee. When possible, a former Governance Section Chair will be appointed as the Nominating Committee Chair. Two additional Governance Section members will also be appointed to the committee.
5. With the support of the Leadership Committee, the Nominating Committee Chair will notify the membership via email that the nominations period is open and will disseminate the job descriptions for the open positions.
6. Nominations, including self-nominations, may be made by current Governance Section members. The Nominating Committee will also actively seek out potential candidates.
7. A nomination is considered "accepted" when a nominee notifies the Nominating Committee Chair that they accept the nomination and submits a short bio in support of a nomination. Any person nominated for multiple positions must select only one position, at their discretion, for which they will be considered as a candidate. An accepted nomination indicates the nominee's commitment to be an active Section member for the respective term of office.
8. The Nominating Committee will review all nominations and draw up a slate of candidates. The Committee will ensure that all candidates meet the Section's requirements for holding officer positions. (See Section III. C. 2 of this document.) The Nominating Committee will also consider each nominee's strengths for the nominated position. In keeping with the Governance Section's commitment to membership diversity, the Nominating Committee will aim to develop a diverse slate. (See Section II., paragraph 1 of this document.) Multiple candidates may be put forth for each open position.
9. Elections will be conducted electronically. All current Governance Section members will be eligible to vote.

10. Results of the election are announced at the Annual Business Meeting of the Section.

**Transition Clause:** Elections for all positions will be held in the fall. The Chair and Chair-elect will hold positions for two years. The role(s) of Member(s)-at-Large will be held for two years in the initial instance with an election for a new member in November of any year. The roles of Secretary and Treasurer will be held for two years in the initial instance with an election for new candidates in these roles in the fall.

#### **D. Term Limits for Leadership Team**

After someone has served in an elected or appointed position for two (2) full years consecutively, they may not be re-elected or re-appointed to the same position for a period of at least two years from the expiration of their term. However, if someone has been appointed to fill a partial term, they may run for election to a full term.

#### **E. Resignation from the Leadership Team**

Should any member of the Leadership Team be unable to fulfill their duties and resign prior to the completion of a term, the remaining members of the Leadership Team will appoint a replacement to serve for the remainder of the term.

#### **F. Officer Duties**

These duties may vary somewhat depending on the expertise and interests of the individuals holding the respective positions.

##### **Chair**

- Oversee annual planning and conference planning processes.
- Oversee the nominations and election processes.
- Plan leadership team meetings and the annual meeting with input from the leadership team.
- Chair leadership team meetings and the annual business meeting.
- Provide the membership with periodic updates on section activities.
- Prepare the annual Governance Section report to the membership and ARNOVA board.
- Promote the development of new Governance Section activities.
- Ensure that the Governance Section works in compliance with its by-laws, ARNOVA by-laws, Statement on the Sections of the Association, ARNOVA Guidelines for Section Leaders, and other related guiding documents.
- Ensure that the Governance Section officers are aware of their respective duties and support them in fulfilling their duties.
- Serve as a liaison to the ARNOVA board and staff.
- Participate in Section chair meetings and fulfill associated responsibilities.

##### **Chair-Elect**

- Plan and oversee the Pre-Conference Workshop.

- Assist the Chair with the planning and oversight of conference activities.
- Support the Chair with the nominations and election processes.
- Assist Chair with the writing of Section updates.
- Fulfill the responsibilities of the Chair in the Chair's absence.
- Serve as co-chair of the Governance Conference Track and fulfill associated responsibilities.
- Participate in Leadership Team meetings and the annual meeting.
- Assist with conference activities.

#### **Treasurer**

- Draft the annual budget.
- Manage the Section's finances.
- Submit approved expenses to the ARNOVA office for reimbursement.
- Prepare the annual financial statement.
- Present the Treasurer's report at the annual meeting.
- Serve as liaison to ARNOVA staff and board on financial and membership issues.
- Substitute for the Secretary and take minutes when necessary.
- Participate in Leadership Team meetings and the annual meeting.
- Assist with conference activities.

#### **Secretary**

- Record, type, and disseminate the minutes of the leadership team meetings and annual meeting.
- Maintain electronic archival records and backup electronic files of key Governance Section and ARNOVA documents.
- Write content for the Governance Section portion of the ARNOVA website and ARNOVA news.
- Prepare and disseminate promotional materials for conference and other Section activities.
- Prepare and maintain historical documents.
- Disseminate individual documents to Leadership Team members as needed and transfers all files to the incoming secretary.
- Participate in Leadership Team meetings and the annual meeting.
- Assist with conference activities.

#### **Member(s) at Large**

- Maintain and monitor the Governance Section LinkedIn site.
- Plan and oversee the Governance Section roundtable.
- Plan and oversee professional development activities; e.g., Governance Section webinars.
- Participate in Leadership Team meetings and the annual meeting.
- Assist with conference activities.

#### **IV. Meetings**

An Annual Business Meeting will be held at a time and place to be determined during the Annual Meeting of ARNOVA. At this meeting, membership hears the report of the election of officers, the Chair's report, the Treasurer's Report, and handles any other Section business.

Section members are encouraged to meet both formally and informally throughout the year either in conjunction with other meetings or in isolation. A called, formal meeting of the Section at any time other than the Annual Business Meeting must have approval of a majority of the Leadership Team.

#### **V. Programs**

The Section may engage in any programs or activities that the membership determines to be appropriate, provided such activities do not violate the parameters as stated in ARNOVA's ["Statement on Sections of the Association."](#)

The Section commits itself to offering programs and activities that contribute to governance scholarship, practice, and the idea of bridging research into practice, as they relate to nonprofit organizations and networks in the context of philanthropy, voluntary action, and civil society.

#### **VI. Finances**

Section membership dues are determined by the ARNOVA Board of Directors. Section memberships expire every year on December 31st and need to be renewed at some point throughout the calendar year in order for a member to remain in good standing with the section.

Section monies derived from the Governance section dues and designated sources of revenue will be deposited in an official ARNOVA association account. The association and the ARNOVA Accountant shall work directly with the section Leadership Team to document and account for these funds. Expenses incurred as a result of Section activities or programs, or expenses incurred by the Leadership Team, will be reimbursed by the ARNOVA office and/or the ARNOVA Accountant from the Governance account in accordance with Association policies and procedures.

Leadership Team members may receive reimbursement for actual expenses incurred as part of their duties. However, no member of the Leadership Team may receive any compensation for their service. Further, only those expenses directly associated with Section operations or programs (e.g. postage, workshop expenses, copying, conference awards like purchasing trophies) are eligible for reimbursement, and proof of expenditure with statement of purpose must be submitted with request for reimbursement. No member of the Section shall be reimbursed for such expenses without documented approval from a majority of the Leadership Team. Such approval may be communicated via email or fax.



An annual financial statement of section income and expenses will be communicated to the section membership at the Annual Business Meeting. The financial statement is provided based on the availability of the data from ARNOVA. In addition, a projected budget for the upcoming year is presented by the Treasurer at the Annual Business Meeting for approval by a majority of those section members in attendance at the meeting.

## **VII. Reporting**

### **A. Regular Reporting**

The Leadership Team shall communicate on a regular basis with Section membership via electronic means. Activities of the Section shall also be reported in the ARNOVA newsletter and other forms.

### **B. Annual Report:**

ARNOVA's "[Statement on Sections of the Association](#)" requires an annual report to the ARNOVA Board of Directors regarding Section activities and finances for the calendar year. The Section Chair prepares this report in consultation with the Leadership Team, shares it with the membership electronically, and then sends it to the ARNOVA Board of Directors by December 31.

### **C. Section History:**

The previous leadership transfers relevant and pertinent documents to the incoming leadership team in the form of an integrated leadership report and history. The Secretary and Treasurer maintain these documents.

## **VIII. Bylaws Approval and Revision**

### **A. Proposals**

Any member may propose an amendment to these bylaws. Proposed amendments must be submitted to the Leadership Team at least 60 days prior to the annual meeting. The Leadership Team discusses the proposed amendments and makes its recommendation at the annual meeting. The recommendation should be sent out to the full membership at least three weeks prior to the ARNOVA annual meeting.

### **B. Decision to Revise**

These bylaws may be amended, altered, repealed, or enhanced by an affirmative vote of a simple majority of the membership who:

- (1) are in attendance at the annual meeting, or
- (2) have responded to an electronic vote.

### **C. Electronic Voting**

Electronic voting may be adopted to approve amendments when the Leadership Team considers it suitable.

### **D. Effective Date of Amendment**

Any amendment which receives approval shall become effective immediately after adjournment of the meeting at which it is adopted, unless the motion to amend specifies a time that the amendment shall take effect. Amendments that pass by electronic vote will also be immediately effective.

### **E. Dates of Previous Amendment**

Dates of approvals and changes to be listed here in chronological order:

- a. Approved by vote of section members at founding meeting, November 20, 2014
- b. Revised by electronic vote of section members December 15 – 31, 2021.