

Association of Professional Futurists By-Laws

1. Name, Legal Structure, and Location

- 1.1 As set forth in the Articles of Incorporation, the name of the organization shall be the “Association of Professional Futurists” (hereafter referred to as the “Association”) which may also be noted by the acronym, “APF.”
- 1.2 The organization is structured as a 501(c)6.
- 1.3 The mailing address of the Association in Delaware shall be a registered agent in or around Wilmington, Delaware.

2 Purpose

- 2.1 The purpose of the Association is to elevate professional futurists, their work, and the futures field and to serve the professional needs of its members. The mission of the Association is to professionalize the field by providing members with networking and professional development opportunities, and educating users and prospective users of futures work about the value of integrating a futures dimension into their endeavors.

3 Amendment of By-laws

- 3.1 The By-laws may be amended by a unanimous vote of the Board and with the Board given at least 30 days notice of the proposed change in the bylaw(s).

4 Board of Directors

- 4.1 The governing body of the Association is the Board of Directors (hereafter referred to as the Board). The Board shall determine the policies of the Association and shall ensure that the purpose, mission and objectives of the Association are actively pursued, and that the receipt and the disbursement of Association funds are adequately supervised.
- 4.2. The Board will consist of nine (9) members. All Board members shall serve three-year terms with a term limit of two consecutive three-year [full] terms.
- 4.3 Three members will rotate off the Board each year.
- 4.4 The Board of Directors shall elect [three (3)] Officers of the Association for the following offices: Chair, Vice Chair, or two Co-Chairs (hereafter referred to as Chair), and Treasurer. Officers of the Association shall be elected from among all Directors of the Board whose term will be active in the period for which Officers are being elected. The term of each Officer shall be two (2) years in the same office.
- 4.5 Any Officer or Board member may be removed from office by the Board of Directors for cause whenever in its judgment the best interests of the Association will be served thereby. An Officer or Board member may be removed by a unanimous vote of the Board of Directors.

- 4.6 Directors shall not receive any compensation, or other tangible or financial benefit for service on the Board of Directors. They may, however, be paid expenses to cover direct costs incurred as a result of Board membership, including but not confined to travel or accommodation.
- 4.7 The Board may co-opt up to an additional three members to join the Board for specific purposes or projects, or who have particular capabilities required by the Board. Co-opted members are full Board members, and

5 Board Meetings

- 5.1 The Board shall meet at least six times a year, normally by teleconference. Face to face meetings can be held if they coincide with an event or meeting at which Board members are attending or if deemed necessary by the Board.
- 5.2 Board members shall be given at least 5 business days notice of a meeting held by teleconference, and at least 60 days notice of a face-to-face meeting.
- 5.3 A simple majority of Board current members will constitute a quorum for all meetings. Where a quorum is not present at a meeting, recommendations of those present may be documented and circulated via email for a Board decision after the meeting - except on matters influencing the AFP mission or organizational structure, which require a quorum to be present.
- 5.4 Minutes of all Board meetings shall be recorded and are subject to approval at the next Board meeting. Once approved by the Board, minutes of meetings will be made available to the APF membership, unless deemed private for confidentiality reasons.
- 5.5 Board members are expected within reason to attend all meetings of the Board. Three consecutive absences without Board knowledge and/or approval are grounds for removing a member from the Board.
- 5.6 Between meetings of the Board of Directors, on-going oversight of the affairs of Association may be conducted by an Executive Committee, the membership of which must include the Officers of the Board.

6 Casual Vacancies on the Board

- 6.1 In the event that an Officer or a Board member is unable to complete an elected term for any reason, they will submit a written letter of resignation. The Board shall then appoint a new member to fill the remainder of the vacancy and may consult with the Nominations Committee for recommendations.

7 Nominations Committee

- 7.1 A Nominating Committee shall oversee the nominating process for Directors, and shall ensure appropriate procedures are in place for the election of candidates to the membership. Subject to Board approval, the Chair will nominate and appoint three (3) to five (5) members to serve on the Nominating Committee. The Nominating Committee will recommend a slate of candidates [annually for the Board], subject to Board approval by majority vote.

8 Executive Officer

- 8.1 The APF may from time to time appoint an Executive Officer to conduct its business on its behalf. In this event, the terms of the Officer's appointment, the scope of their work, and their overall objectives will be approved by the Board prior to their appointment, and they will report on a day-to-day basis to the Chair or co-Chairs.

9 Leadership Teams and Committees

- 9.1 The Board may create and dissolve leadership teams or committees as needed.

10 Finance Committee and Budget

- 10.1 Finance Committee is a standing committee of the Board, and is responsible for ensuring that the APF's financial operations, statements and procedures are managed to ensure that adequate fiscal controls and procedures are in place and that the Association is in good financial health.

The Finance Committee shall be composed of at least three, and no more than five members of the APF, who are in good financial standing. It shall be chaired by the Treasurer of the APF. At least one other member of the Committee shall also be a current member of the Board. Appointments to the Committee, and changes in membership, shall be approved by a resolution of the Board.

The Chair and Vice-Chair of the Board may attend meetings as ex-officio members, but they do not have voting rights.

The Committee shall meet at least three times a year, normally by teleconference. Its purpose shall be to recommend budgets, review expenditures, advise the Treasurer on the appropriate and prudent financial management of the Association, recommend changes in membership fees, and other matters of financial administration as they arise. The Committee can make recommendations to the Board about appropriate levels of reporting and auditing required by the APF to ensure legal compliance and compliance with good practice. The Board shall not unreasonably reject such recommendations.

The quorum of the Committee shall be more than half of its membership at any given time i.e. if 3 members, then the quorum is 2; if 4 or 5 members, then the quorum is 3.

- 10.2 A budget showing anticipated revenue and expenses shall be [produced and] recommended by the Finance Committee and adopted annually by the Board of Directors.

- 10.3 The fiscal year of the Association shall be July 1 through June 30 for membership, accounting, and budgeting, with new board members' terms and public filings remaining on the calendar year ending December 31.

11 Membership

- 11.1 Membership in the Association shall be open to any person interested in the declared purpose, mission, and objectives of the Association, subject to appropriate levels of membership criteria. Membership levels and criteria are defined below.

11.1.1 Full Member

To qualify as a Full Member, applicants must meet a minimum of two of the following criteria:

Consulting - Prospective member has consulted with a minimum of two clients in each of the last three years, or three clients within the last twelve months, on engagements that employ the perspective and/or methodology of futures research. May be a sole practitioner or partner/staff in consultancy.

Organizational Function - Prospective member is in a position within a non-futures organization that regularly employs the perspective and/or methodology of futures research.

Post-Graduate Degree - Prospective member has earned a post-graduate degree in futures research, futures studies or a comparable field.

Certificate - Prospective member has completed an approved certificate program in futures research, futures studies, or a comparable field. Approved programs must issue a certificate of foresight or equal and be approved by the APF. Prospective member will need to provide details of the institution attended, degree, year of graduation and faculty member or advisor who can verify the study.

Speaking - Prospective member has delivered a minimum of six speeches or presentations on the future (paid or not) in the last three years, or three within the last twelve months. Each was given before an external audience.

Teaching - Prospective member currently teaches, or has taught, a course on the future or on futures theory or methodology.

Writing - Prospective member has published a minimum of three magazine or journal articles and/or one book that is/are about the future, or futures theory, or methodology, or practice.

11.1.2 Provisional Member

A Provisional Member has not met the necessary qualification criteria to become a Full Member (as specified in 11.1.1) yet has complete access to member services. Provisional Members have complete access to member services, but are not able to use the APF logo/appellation.

11.1.3 Associate Member

An Associate Member has graduated from a university program in futures research, futures studies or a comparable field or is an entry level associate with a mentor or employer who is a foresight professional, preferably an APF full member. Associate Member status is limited to three years. Associate Members have complete access to member services, but are not able to use the APF logo/appellation. Proof of graduation, mentorship, or an entry-level associate position must be submitted to the Association at the time of application.

11.1.4 Student Member

A Student Member is currently enrolled in a course(s) or university program in futures research, futures studies or a comparable field. Student Members have complete access to member services, but are not able to use the APF logo/appellation. Proof of enrollment must be provided at the time of application.

11.1.5 Organizational Member

An Organizational Membership is available for organizations with an interest or practice in foresight. At least one applicant from the organization must qualify as a Full member. This member will be designated as the sponsor for the organization and will serve as the point-of-contact. Each additional prospective organizational member must complete an individual application for full or provisional status in order to be admitted. If the sponsor leaves the organization, another Full member must be designated by the organization as its new sponsor in order to renew.

12 Dues, Fees and Assessments

12.1 The Association shall be entitled to assess yearly membership dues, fees, and other assessments from each member of the Association. All such dues, fees, and other assessments will be due and payable in such amounts as are approved by the Association's Board.

12.2 Any member who has not paid all applicable dues, fees, and other assessments shall be in default and shall not be entitled to exercise any rights and privileges of membership until such time as all such current yearly dues, fees, and assessments are paid in full. Members who pay all dues, fees, and assessments in arrears within ninety (90) days of notice shall not lose membership status. Non-payment of all dues, fees, and assessments in arrears will be deemed a de facto resignation of Association membership status.

12.3 The Association's Board shall have the authority to develop, establish, and enforce policies to determine, amend, modify, and, in special circumstances, reduce or waive fees, dues, and assessments for special and particular reasons, including, but not limited to, financial hardship and other appropriate considerations.

13 Indemnification and Insurance

- 13.1 The Association shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Association for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Association.
- 13.2 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Association may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this section.
- 13.3 The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- 13.4 The indemnification provided by this section shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the Association to make any indemnification permitted by law.
- 13.5 The Board may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity.
- 13.6 If any part of this section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Bylaws approved by the Board of Directors on _____ [date]

Maree Conway, Co-Chair

Cindy Frewen Wuellner, Co-Chair