PEAK Grantmaking Bylaws

As of July 22, 2026

ARTICLE I. OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Corporation shall be in the City of Washington, District of Columbia.

Section 2. Registered Office and Agent. PEAK Grantmaking shall have and continuously maintain a registered office and a registered agent in the State of Delaware, as required by the General Corporation Law of Delaware. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II. PURPOSE

The purposes for which PEAK Grantmaking is formed are as set forth in the Articles of Incorporation. PEAK Grantmaking's mission focuses on transforming philanthropy by elevating the field of grants management and empowering grants professionals to lead the way in operationalizing equity-centered, values-driven grantmaking practices.

ARTICLE III. MEMBERSHIP

Section 1. Classes and Qualifications. PEAK Grantmaking shall have a single class of Voting Members and any other administratively determined categories of affiliated Individual or Organization Members as the Board of Directors may approve. Such categories of affiliated members will not have the voting rights and other authorities reserved for Voting Members under these bylaws and shall be dedicated to the purposes, mission, and vision of PEAK Grantmaking. Each Member must be committed to PEAK Grantmaking's values of community, diversity, equity, inclusion, integrity, learning, partnership, and transparency.

Section 2. Eligibility for Voting Membership. Membership in PEAK Grantmaking is open to

- individuals employed by grantmaking organizations whose primary function and activity is charitable grantmaking to individuals or organizations;
- individuals employed by funder networks, affinity, and philanthropy-supporting groups;

- faculty, staff, and students at accredited universities or research institutions whose primary focus of research or teaching is philanthropy or philanthropy-related studies;
- previously eligible voting members who, because of a change in employment status (e.g., a separation or merger), would otherwise be ineligible to remain members;
- retired members; and
- consultants and advisors whose primary focus is philanthropy or philanthropy-related activities.

The Board of Directors shall delegate to staff the responsibility for determining whether individuals applying for membership meet the requirements described in this section.

Section 3. Dues. Payment of dues is not a requisite of Voting Membership.

Section 4. Voting Rights. Only Voting Members shall have the right to vote at the Annual Meeting of the members on those items specified in Section 5, as well as to vote on such other issues as the Board may choose to bring before the members. Each Voting Member shall have one vote at any meeting of the members. Affiliated members may attend meetings but may not vote.

Section 5. Membership Meetings. There shall be an Annual Meeting of the members upon such date, time and place as the Board of Directors shall determine.

- The Board of Directors may, at its discretion, allow any member to participate remotely in the meeting by means of online conferencing technology, telephone, or similar telecommunications device that allows all persons participating in the meeting to clearly and efficiently communicate with each other. Remote participation shall be equivalent to being physically present at a meeting.
- During the Annual Meeting, Voting Members shall receive a report on PEAK Grantmaking's operations and financial health and have the right to vote on the following matters: election of the Board of Directors and approval of any amendments to the Bylaws that may be proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors.
- Special meetings may be called by two-thirds vote of the Board of Directors. Members shall receive notice not less than 14 days prior to a special meeting, and the notice shall state the purposes of the special meeting.

Section 6. Quorum. The Voting Members holding at least 10 percent of the voting power of PEAK Grantmaking on the date of any meeting shall constitute a quorum at such meeting.

Section 7. Methods of Voting. Voting on all matters on which Voting Members are entitled to vote may be conducted by ballots submitted via electronic means of communication. At least one-tenth of the Voting Members must vote and the affirmative vote of a majority of these Voting Members shall be conclusive unless the vote of a greater proportion is required by law or these Bylaws.

Section 8. Removal. Any Voting or Affiliate individual or organization member may be removed from membership by a majority vote of the Board of Directors for cause.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of PEAK Grantmaking that shall supervise and control PEAK Grantmaking's business, property, and affairs, including the authority to amend or repeal these Bylaws, adopt a plan of merger, or authorize the voluntary dissolution of this Corporation, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors shall be composed of at least seven and no more than 20 individuals. Any individual member of PEAK Grantmaking shall be eligible for election to the Board of Directors, except as otherwise indicated in these Bylaws.

Section 3. Election and Term of Office.

Candidates shall be elected to the Board of Directors by the individual Voting Members. Candidates receiving a majority of votes cast shall be elected and be so declared. In case of a tie vote, the Governance Committee shall break the tie by special vote of the board. Abstentions will not count towards the vote total. Notice of those elected shall be sent to each member within 60 days of the election.

Directors shall serve a three-year term, which may be renewed once upon election for a second term by the membership. The term shall begin on June 1 following the election and conclude on May 31. In no case shall a Director be elected to serve for more than two consecutive terms without an intervening period of one year.

Section 4. Resignation. Any director may resign at any time by giving written notice to a board Cochair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Cochair.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a two-thirds vote of the Board of Directors.

Section 6. Vacancies. Vacancies shall be filled by a majority vote of the remaining directors to serve until the final day of the vacating director's term (or until the next election). A director so appointed shall be eligible for subsequent election as described in Section 3.

Section 7. Regular Meetings. The Board of Directors shall meet at least four times a year, either in person or by conference telephone call or similar telecommunication device that allows all persons participating in the meeting to clearly and efficiently communicate with each other. Notice shall be given at least 10 days prior to the meeting to each board member by electronic mail or telephone.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by a Board Cochair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 10. Manner of Acting. Except as otherwise expressly required by law, PEAK Grantmaking's Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 11. Unanimous Consent In Lieu of a Meeting. The Board may take action without a meeting if consent to the action is given via email by all of the directors.

Section 12. Audio or Video Communication Meeting Option. Any one or more directors may participate in a meeting of the Board of Directors by means of online conferencing technology, a conference telephone or similar telecommunications device that allows all persons participating in the meeting to clearly and efficiently communicate with each other. Participation by alternative means shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

Section 13. Conflicts of Interest. PEAK Grantmaking has a Conflicts of Interest policy that addresses potential conflicts, by requiring directors to disclose interests and abstain from voting on matters they could personally benefit from. This policy is publicly available on our website.

- In the event that any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the non-participation of the affected director, the Board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with PEAK Grantmaking in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of PEAK Grantmaking.
- No director shall cast a vote nor take part in the final deliberation in any matter in which they, members of their immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of PEAK Grantmaking. Any director who believes they may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

Section 14. Ex-Officio Directors. Ex-officio directors, (e.g., Chair Emeritus) appointed by the Board to assist the organization in any capacity, may serve at the pleasure of the Board. Ex-officio directors will not have voting privileges in matters before the Board and will not be included in the quorum count.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of PEAK Grantmaking shall consist of two Cochairs, a Secretary, and a Treasurer.

Section 2. Election of Officers. The Board of Directors shall elect the officers.

Section 3. Term of Office. Officers shall serve a two-year term. A director entering the second year of a term of service on the board may be elected to serve as an officer for another term of one year. The term shall begin on June 1.

Section 4. Resignation. Any officer may resign at any time by giving written notice to a cochair of the Board and the President. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a two-thirds vote of the Board of Directors at any regular meeting or at a special meeting convened expressly for that purpose.

Section 6. Vacancies. Any vacancy will be filled by the majority vote of the Board of Directors to run through the remaining, unexpired term.

Section 7. Cochairs. The Cochairs shall give active direction and have control of the business and affairs of PEAK Grantmaking. They may execute contracts and other instruments that the Board of Directors has authorized to be executed and shall perform all duties as prescribed by the Board of Directors. At all meetings of the Board, one or the other of the Cochairs shall preside if present, or if neither of them are present, any other officer may be designated to preside.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws; ensure staff receive and retain corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all of PEAK Grantmaking's financial administration. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to PEAK Grantmaking and deposit all such moneys in the name of PEAK Grantmaking in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE VI. PRESIDENT

Section 1. Selection. The Board of Directors shall select and employ a President and Chief Executive Officer to manage PEAK Grantmaking. The President shall serve at the pleasure of the Board. The President is not a member of the Board and has no voting rights.

Section 2. Oversight. The President shall report to the Cochairs and shall be responsible to the Executive Committee and the Board of Directors.

Section 3. Responsibilities. The President has day-to-day responsibility for PEAK Grantmaking, including carrying out PEAK Grantmaking's goals and Board policy. The President will attend all Board meetings, report on the progress of PEAK Grantmaking, answer questions of Board members, and carry out the duties described in the job description. The Board can designate other duties, as necessary.

Section 4. Authority. The President is empowered to hire staff, execute contracts and other instruments legally binding PEAK Grantmaking, and adopt those policies and procedures necessary to PEAK Grantmaking's operations within the limits imposed by the Board.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Cochairs, Secretary, Treasurer, and one of the Cochairs from the Governance Committee. The Executive Committee shall have and exercise the powers of the Board of Directors between meetings of the Board, subject to prior limitations established by the Board. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting following such action. Specific responsibilities of this and all committees are delineated in Committee Charters, which are available to members.

Section 2. Governance Committee. PEAK Grantmaking shall have a Governance Committee. The Board of Directors will select two Cochairs for the Governance Committee who will recruit committee members. The Governance Committee shall recommend to the board policies and processes designed to provide for effective and efficient governance, identify and present for approval by the full board, a slate of director candidates to be recommended to the membership for election to the board, nominate board officers for election by the full board, and undertake other duties as directed by the Board of Directors.

Section 3. Finance and Audit Committee. PEAK Grantmaking shall have a Finance and Audit Committee. The Treasurer will Chair the Finance and Audit Committee along with a Cochair and will recruit additional committee members. The Finance and Audit Committee shall assist the Board of Directors in carrying out its fiscal oversight and management of the organization.

The Finance and Audit Committee shall oversee the annual audit, maintain PEAK Grantmaking's system of internal controls, and undertake other duties as directed by the Board of Directors.

Section 4. Other Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, including advisory boards and task forces, to undertake the work of PEAK Grantmaking. The Board of Directors shall select the Chair or Cochairs for each committee formed who will recruit committee members. Such committees shall have the power and duties designated by the Board of Directors and shall give advice and make nonbinding recommendations to the Board.

Section 5. Limitations. No committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of PEAK Grantmaking.

ARTICLE VIII. GROUPS

Section 1. Formation. Members of PEAK Grantmaking may form regional, sector, or other groups for the purpose of furthering PEAK Grantmaking's mission.

The Board of Directors must approve the formation of a group. The group must serve a defined geographic region, subject matter area, or constituency. All individual members working within that area will be eligible for membership in the group. The structure and operations of the group shall be determined by that group in compliance with applicable law, PEAK Grantmaking's Articles of Incorporation, these Bylaws, and PEAK Grantmaking's current policies and procedures. Each group shall designate a liaison to the Board of Directors to keep the Board informed of its activities.

Section 2. Finance. Financial support for the groups shall be managed by PEAK Grantmaking. Groups shall not maintain bank accounts or conduct fundraising campaigns separate from that of PEAK Grantmaking.

ARTICLE IX. BYLAWS

The Board of Directors of the Corporation has the authority to amend or repeal the Corporation's Bylaws without approval of the Corporation's members.

ARTICLE X. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of PEAK Grantmaking shall begin on January 1 of each year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or member, such notice shall be given by electronic mail or telephone, as the member's contact information appears in PEAK Grantmaking's records and will be deemed given when sent.