

COPAFS Bylaws

with Amendments Incorporated March 2018

Founded in 1981, the Council of Professional Associations on Federal Statistics (COPAFS) represents individual researchers, educators, public health professionals, civic groups, and businesses that rely on the quality and accessibility of statistics that can only be effectively collected by the federal government.

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1. Name. The Association shall be known as the Council of Professional Associations on Federal Statistics.

Section 2. Purpose. The purpose of the Council of Professional Associations on Federal Statistics is to advance and promote understanding of federal statistics and federal statistical agencies and their vital role in serving the public good.

Section 3. Principal office. The principal office of COPAFS, a nonprofit corporation incorporated under the laws of the Commonwealth of Virginia, shall be at such suitable place within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine.

Section 4. Registered Office and Agent. COPAFS shall have and continuously maintain a registered office in the Commonwealth of Virginia (which may be identical with the principal office) and the Board of Directors of COPAFS shall appoint and continuously maintain in service a registered agent in the Commonwealth of Virginia, who shall be an individual resident of the Commonwealth of Virginia and an officer or director of COPAFS, a member of the Virginia State Bar, or a professional corporation, registered under the provisions of section 54-42.2 of the Code of Virginia.

Section 5. Other Offices. COPAFS may have such other office or offices, at such suitable place or places within or without the Commonwealth of Virginia as the Board of Directors may from time to time determine as necessary for the conduct of the affairs of COPAFS.

ARTICLE II

MEETINGS OF COPAFS MEMBERS

Section 1. Regular Meetings. Regular meetings shall be held once each quarter, at such time, day and place as shall be designated by the Board of Directors. The Board of Directors may, by resolution, provide for the holding of additional regular meetings. Each regular quarterly meeting will include a business meeting of the members which may include placing specific topics to the members for a vote. The meetings of COPAFS are open to the public except for the business meeting. Any votes taken at the business meeting will follow the rules stated in Article III.

Section 2. Special Meetings. Special membership meetings may be called by the Board of Directors and shall be called by the Board upon written request to the Secretary of COPAFS of not less than one-third of the designated representatives (or alternates) of the Member Associations and Affiliates.

Section 3. Notice of Meetings. Notice of the time, day, place, and purpose of each meeting shall be given to the designated representatives of the Member Associations and Affiliates of COPAFS not less than twenty five days nor more than sixty days from the meeting, electronically or by other means designated by the Board of Directors. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

Section 4. Quorum. A quorum for the transaction of any and all business at a regular meeting or any special membership meeting of COPAFS shall consist of not less than one-half of the designated representatives (or alternates) of the Member Associations and Affiliates. If a quorum is not present, a majority of the designated representatives (or alternates) of the Member Associations and Affiliates, present, may adjourn the meeting to a future time, without further notice being required.

Section 5. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of COPAFS, or these Bylaws, the affirmative vote of a majority of the designated representatives (or alternates) of the Member Associations and Affiliates, present at any meeting of the membership, at which a quorum is present, shall be the act of the membership. Voting by proxy is not allowed.

Section 6. Written Consent. Action taken by the designated representatives (or alternates) of the voting members, without a meeting, is nevertheless the action of the membership if written consent to the action in question is signed by all of the designated representatives (or alternates) of the members entitled to vote and filed with the minutes of the proceedings of the members, whether done before or after the action so taken.

Section 7. Voting For Election of Officers and Directors. In lieu of obtaining the vote of the membership at a regular or special meeting, the Board of Directors may submit the election of officers and directors to the designated representatives of the Member Associations and Affiliates for approval by mail or electronically. An official ballot shall be sent to each designated representative of the Member Associations and Affiliates. Ballots dated later than the announced deadline will not be counted. The affirmative vote of a majority of the designated representatives, of the Member Associations and Affiliates, voting by ballot, shall be the act of the membership

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership. COPAFS shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- (a) **Member Associations.** Any professional association that has a concern for federal statistics and supports the objectives of COPAFS is eligible for membership in COPAFS. Such organization should have as a principal objective the advancement of knowledge and the exchange of ideas. A Member Association of COPAFS shall appoint two persons who currently are members of that association (or representing a member organization in that association) to represent it in COPAFS. Each representative has a vote on all matters put to a vote. Representatives serve at the pleasure of the Member Association and are selected in accordance with the association's own criteria. An association cannot appoint a representative who is already serving as an organizational affiliate or another association representative.
- (b) **Organizational Affiliates.** Other organizations including academic and research institutions that have a concern for federal statistics and support the objectives of COPAFS are eligible to become Organizational Affiliates of COPAFS. Organizational Affiliates receive all communications sent to Member Associations and will designate an individual to represent the Organizational Affiliate in COPAFS. Each representative has a vote in all matters put to a vote. Organizational Affiliates may also appoint an alternate to represent the Organizational Affiliate in COPAFS. The alternate may vote in all matters put to a vote if the regular representative is unable to vote. Agencies of the federal government are not eligible to become Organizational Affiliates of COPAFS.
- (c) **Individual Supporters.** COPAFS may accept Individual Supporters. Individual Supporters will receive all communications sent to Member Associations. Individual Supporters will not have voting rights.

Section 2. Application for Membership. Associations, Organizations, or Individual Supporters seeking membership in COPAFS must submit a completed application, in such form as the Board of Directors shall from time to time determine, to the Board of Directors or a committee or officer designated by the Board of

Directors, which, in its sole discretion, will grant or deny the application for membership. Applicants will be notified in writing, if accepted, and of the membership status granted.

Section 3. Membership Year. The membership year shall be established by the Board of Directors.

Section 4. Termination of Membership. The Board of Directors, by the affirmative vote of two-thirds of all of the members of the Board present at any regular or special meeting, may terminate the membership of a Member Association, Organizational Affiliate, or Individual Supporter for cause, after an appropriate hearing, as determined by the Board in light of the relevant circumstances. Member Associations, Organizational Affiliates, or Individual Supporters in default of payment of dues will ~~have their membership expire~~ cease to be members.

Section 5. Membership Dues. The amount of the dues of the Member Associations and Affiliates shall be determined by the Board of Directors and shall be paid annually by such dates or date as may be determined by the Board from time to time. The Board of Directors may establish different dues amounts for members of different classes.

Article IV

OFFICERS

Section 1. Officers. The Officers of COPAFS shall be a Chair, a Vice Chair, a Secretary, a Treasurer, an Immediate Past Chair, and an Executive Director. COPAFS shall have such other officers and assistant officers as the Board of Directors may deem necessary, such officers to have the authority, and to perform the duties prescribed by the Board of Directors.

Section 2. Chair. The Chair of COPAFS, shall preside at all meetings of the Board of Directors and shall perform such other duties and have such other powers as may be vested in the Chair by the Board of Directors. In the absence of the Chair, the Vice Chair or another Officer shall preside. While the authority to formulate and interpret the duly adopted policies of the Corporation resides in the Board, between meetings of the Board the Chair may make such provisional rulings as are necessary for the operation of the Corporation, subject to review by the Board at its next meeting.

Section 3. Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or Board of Directors.

Section 4. Secretary. The Secretary shall prepare 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 or as required by law, oversee the maintenance of corporate records, and perform other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 5. Treasurer. The Treasurer will review the financial statements of COPAFS and regularly report the findings to the Board of Directors; together with the Chair, assist the Executive Director in the preparation of the annual budget; periodically review COPAFS's fiscal control and financial management procedures; and perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Directors.

Section 6. Immediate Past Chair. The Immediate Past Chair shall counsel and assist the Chair and Vice Chair in the performance of their duties. The Immediate Past Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors.

Section 7. Executive Director. The Executive Director shall have general responsibility for carrying out the policies and programs of COPAFS and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors. The Board of Directors shall select the Executive Director of COPAFS.

Section 8. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of COPAFS shall furnish, at the expense of COPAFS, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

Section 9. Election of Officers. The officers of COPAFS, other than the Immediate Past Chair and Executive Director, shall be elected by the designated representatives of the Member Associations and Affiliates at the last quarterly membership meeting of the year. Procedures for nominating candidates for election as officers may be established by resolution of the Board of Directors.

Section 10. Term of Office. The officers of COPAFS shall be installed at the regular meeting at which they are elected and, other than the Executive Director, shall hold office for a two-year term. Officers may serve additional terms upon election by the members at a regular meeting.

Section 10. Resignation. Any officer may resign at any time by giving written notice to the Chair of COPAFS. 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 Chair.

Section 11. Removal. Any officer may be removed by the Board of Directors at any regular or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of COPAFS would be served thereby, but, such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 12. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of COPAFS, which shall manage, supervise and control the business, property and affairs of COPAFS, except as otherwise expressly provided by law, the Articles of Incorporation of COPAFS, or these Bylaws. The Board of Directors shall be vested with the powers possessed by COPAFS itself, including the powers to determine the policies of COPAFS and prosecute its purposes, to appoint and remunerate agents and employees (including the power to delegate some or all of this authority), to establish the budget of COPAFS, to disburse the funds of COPAFS, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Number and Qualifications. The Board of Directors of COPAFS shall be composed of nine individuals.

Section 3. Election and Term of Office. The Chair, Vice Chair, Secretary, Treasurer and Immediate Past Chair shall be ex officio members of the Board of Directors. Four at-large members of the Board of Directors shall be elected by the designated representatives of the voting members at the last regular quarterly membership meeting of the year. Procedures for nominating candidates for election as directors may be established by resolution of the Board of Directors. Each at-large member of the Board of Directors of COPAFS shall serve for two-year terms. At large members can be elected to a second two-year term. Election of Officers and at-large members of the Board of Directors will ensure that at least four members of the Board, whether officers or at-large members, must represent or be affiliated with Member Associations.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Chair of COPAFS. 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 Chair of COPAFS.

Section 5. Removal. Any at-large director may be removed from such office by a two-thirds vote of the designated representatives of the voting members at any regular or special meeting of the membership at which a quorum is present and for which notice of the purpose of removal has given, for (1) violation of these Bylaws or (2) engaging in any other conduct prejudicial to the best interests of COPAFS. Such removal may

occur only if the director involved is first provided with (1) adequate notice of the charges against him or her in the form of a statement of such charges and of the time and place of the meeting of the membership scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, and (2) an opportunity to appear before the membership or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice. In these regards, the designated representatives of the membership shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of COPAFS.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. Regular meetings of the Board of Directors of COPAFS shall be held quarterly at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair of COPAFS 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. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten days previous thereto electronically or by other means designated by the Board of Directors. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum. A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, one-third of the directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of COPAFS, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board of Directors 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 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 14. Compensation. No director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the director to the extent provided by such resolution.

ARTICLE VI

COMMITTEES

Section 1. Committees. The Board of Directors, by a majority vote of all Directors in office, may create Board member committees and the Chair may appoint members to such committees as shall from time to time be deemed appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not directors shall have and exercise the authority of the Board of Directors in the management of COPAFS.

Section 1. Committees. The Board of Directors, by a majority vote of all Directors in office, may create committees and appoint members to such committees as shall from time to time be deemed appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not directors shall have and exercise the authority of the Board of Directors in the management of COPAFS. Any committee that does not have and exercise the authority of the Board of Directors may be established and its members appointed by the Chair.

Section 2. Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of COPAFS, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of COPAFS.

Section 2. Checks, drafts, and other payment instruments. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of COPAFS, shall be signed by such officer or officers, agent or agents of COPAFS and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair or a Vice Chair of COPAFS. The Board of Directors may delegate components of this responsibility to the Executive Director.

Section 3. Deposits. All funds of COPAFS shall be deposited from time to time to the credit of COPAFS in such banks, trust companies or other depositories as the appropriate officer or officers, agent or agents of COPAFS may select.

Section 4. Gifts. The Board of Directors or the Executive Director may accept on behalf of COPAFS any contribution, gift, bequest, or devise for the general purposes or for any special purpose of COPAFS.

ARTICLE VIII

FINANCES

Section 1. ~~DUES, FEES AND ASSESSMENTS~~–Dues, Fees, and Assessments

- (a) The Board of Directors shall establish dues and special assessments for all classes of membership. The Board is authorized to determine membership dues without the vote of the Association Members.
- (b) The Board of Directors shall have authority to establish and collect fees for member services rendered or may delegate this authority, or any parts thereof, to the Executive Director. Such authority shall include, but not be limited to, the levying of fees to members for admission to meetings, seminars, and other activities sponsored by COPAFS, and for special services rendered upon request to members. The Executive Director shall be responsible for setting all other fees or charges to non-members purchasing, renting, or otherwise obtaining COPAF's goods or services.

Section 2. ~~BUDGET~~. Budget. The Board of Directors shall determine the fiscal period for COPAFS. Prior to expiration of one fiscal period, the Board shall approve an operating budget for the next fiscal period. When approved, this budget shall govern financial commitments of COPAFS during the fiscal period concerned, subject to modifications deemed appropriate by the Board.

Section 3. Financial Review.

- (a) The Executive Director consonant with the policies of COPAFS shall manage all receipts and disbursements.
- (b) The financial records of COPAFS shall be periodically reviewed by a Certified Public Accountant appointed by the Board. The Board shall determine the periodicity of the review, and shall accept and approve the review product.

Section 4. ~~GRANTS AND CONTRACTS~~. Grants and Contracts. In keeping with its objectives, COPAFS may receive grants and contracts from agencies, institutions, or organizations to help carry out its programs and objectives. Unrestricted and restricted grants and contracts shall be held in financial accounts appropriate to the conditions of these awards

Section 5. ~~GIFTS AND ENDOWMENTS~~. Gifts and Endowments. COPAFS may receive gifts or endowments where there are special requirements imposed as a condition of acceptance of funds. In such instances, the COPAFS Board shall review the conditions of the gift or endowment, decide on acceptance, and specify conditions for controlling the funds. Funds accepted with conditions shall be held in financial accounts appropriate to the conditions and intended use.

Section 6. ~~USE OF FUNDS~~. Use of Funds. COPAFS shall use funds collected only to accomplish objectives and purposes stated in these Bylaws. No member or group of members shall commit the financial resources of COPAFS in any manner except as stipulated in these Bylaws.

Section 7. ~~DISSOLUTION~~. Dissolution. In the event COPAFS is dissolved, the Board of Directors then in office shall remain in office until all affairs of COPAFS have been properly terminated. Any funds remaining after payment of debts and obligations shall be distributed to one or more qualified educational or scientific organizations.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of COPAFS ~~shall commence on October 1 and terminate on September 30.~~ shall be determined by the board of directors-

Section 2. Notice. Whenever under the provisions of these Bylaws, the Articles of Incorporation of COPAFS or statute, notice is required to be given to a director, committee member, member designated representative of a member or officer, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or

her address as it appears on the records of COPAFS. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telephone or electronically by email, and will be deemed given when received, if followed by a written notice mailed on the same day or the next day.

Section 3. Books and Records. COPAFS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

ARTICLE X

INDEMNIFICATION

COPAFS shall indemnify each member of the Board of Directors, as described in Article V hereof, and each of its officers, as described in Article IV hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

COPAFS shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of COPAFS and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. A nonjudicial determination that the director or officer has met the foregoing applicable standard of conduct shall be made (1) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (2) if a quorum cannot be obtained under (1), by majority vote of a committee duly designated by the Board of Directors (in which designation, directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (3) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (1) or (2); or (4) by special legal counsel if a quorum of the Board of Directors cannot be obtained under (1) and a committee cannot be designated under (2), selected by majority vote of the full Board of Directors, in which selection, directors who are parties may participate.

Every reference herein to a member of the Board of Directors or officer of COPAFS shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of COPAFS might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XI

AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed or new Bylaws adopted upon the affirmative vote of a majority of the Board of Directors at any regular or special meeting of the Board and the affirmative vote of a majority of the designated representatives (or alternates) of the Member Associations and Affiliates in attendance at any regular or special meeting of the membership. An amendment shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted.