

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name

The name of the Association shall be The Association of Public Data Users, hereinafter referred to as the "Association."

Section 2. Purpose

The purpose of the Association shall be to serve the users, producers and disseminators of government statistical data by: assisting users in identifying and applying public data; establishing communication linkages between data producers and users; and bringing the perspectives and concerns of public data users to bear on issues of government information and statistical policy.

**ARTICLE II
MEMBERSHIP**

Section 1. Categories and Privileges of Membership

A. Membership shall be open to organizations and individuals who support the Association's purpose and share an interest in collecting, distributing, preserving and interpreting public data and the policies affecting such. A member "in good standing" means an organization or an individual that is current in payment of annual membership dues and that has not formally withdrawn from membership in the Association.

B. Each member organization shall be represented by a person or persons associated with the organization through employment, position or appointment to represent the organization in the Association. Individuals who apply for membership shall represent themselves in the Association.

C. The representatives of member organizations in good standing and the individual members in good standing shall be entitled to: 1) vote on questions of official Association business, which shall include motions and resolutions, amendments to these Bylaws, and elections for the Officers and At-Large Members of the Board of Directors, hereinafter collectively referred to as the "Board"; 2) hold elective or appointive office; and 3) serve on committees as may be established.

D. The Board, by a majority vote of its members, may approve other membership categories.

Section 2. Membership Dues

The amount of annual membership dues shall be established by a majority vote of the Board. The membership dues assessed any member shall not be changed during the member's year of coverage. Further terms for membership enrollment shall be described in policies and procedures of the Association.

**ARTICLE III
MEETINGS OF THE ASSOCIATION MEMBERSHIP**

Section 1. Regular Meetings

The members of the Association may meet at least once a year at a time and place determined by the Board. A regular annual meeting may include a session that is a “business meeting,” and may include sessions on matters of substantive interest to the membership.

Section 2. Business Meetings

A business meeting shall include, but not be limited to, reports from the Board on the state of the Association and the transaction of official Association business.

If no regular annual meeting is held, the reports normally provided during a business meeting may be distributed to all Association members using any communications systems open and accessible to the membership.

Section 3. Special Meetings

Special meetings may be called by the Board, the Association President, or ten percent of the eligible voting members of the Association. At least fourteen (14) days notice of such a meeting must be given the members of the Association. The notice shall state the date(s) and purpose of the meeting, agenda items to be discussed, and the manner in which the meeting discussion and any voting on official Association business shall be conducted. The notice shall be delivered using any communication systems open and accessible to the membership.

Section 4. Registration Fees

Registration fees for meetings shall be determined by majority vote of the Board.

Section 5. Quorum

Fifteen (15) percent eligible to vote under Article II shall constitute a quorum for the purpose of transacting official Association business.

Section 6. Voting

A. Each representative of a member organization and each individual member eligible to vote under Article II shall be entitled to one vote. Voting by proxy shall not be permitted.

B. Voting may be conducted at in-person meetings of the members or by using communication systems that are open and accessible to the members. Such communication systems and voting procedures using such systems are subject to Board approval and shall be described in the policies and procedures of the Association; in no event, however, shall the procedures accommodate less than fourteen (14) days between the date a measure is put forth to be voted upon and the deadline for response by the persons eligible to vote.

ARTICLE IV

GOVERNANCE AND MANAGEMENT OF THE ASSOCIATION

Section 1. Board of Directors

A. Governing Body. The Association shall be governed by the Board, which shall act in trusteeship to the members of the Association, formulate policies, and generally supervise their execution by the Association’s Officers.

B. Composition. The Board shall consist of the Officers, defined as the President, Vice President, Secretary, Treasurer and the Immediate Past President, and seven (7) At-Large Members, and shall reflect a cross-section of the public data user community. The Board shall be made up solely of members eligible under Article II to hold office.

C. Tenure of Office. The terms for the Officers shall be as defined in Section 2 of this Article. The terms for six At-Large Members shall be staggered and shall be three (3) years each and one (1) year for the seventh, beginning on January 1 of the year following the elections for these offices, and ending when their successors are inaugurated. Six At-Large Members shall be limited to two (2) consecutive three (3) year terms, while the seventh may serve in a single one (1) year term. Two At-Large members of the Board shall be subject to election in each calendar year.

D. Vacancies. A vacancy in a Board position, other than the President, that is created when a member resigns, is removed from office, is elected to another office before completing the term of the position for which they were elected, or is no longer eligible for membership in the Association, shall be filled by the President's nomination of a person eligible under Article II to hold office and shall be confirmed by majority vote of the remaining Board members. The person appointed to fill the vacancy shall be inaugurated upon the Board's approval and serve until the next scheduled election. The balance of the term for that office, if any remains, shall be filled at that election.

The Vice President shall assume the office of the President in the event the President resigns, is removed from, or becomes ineligible for office, and shall serve in that capacity until the next scheduled election.

E. Resignations and Removals. Any Officer or At-Large Member may resign at any time by giving written notice to the President, or if the member resigning is the President, by giving notice to the Vice President. A resignation shall be effective immediately unless a specific date is given. Acceptance of any resignation shall not be necessary to make it effective.

Any Officer or At-Large Member may be removed from office, with or without cause, by the majority vote of the eligible members of the Association present at a business meeting or special meeting of the Association.

F. Powers and Duties. The Board shall have general authority over the Association's funds, property and management. In addition to the responsibilities defined elsewhere in these Bylaws and in the policies of the Association, the Board shall:

1. Set and oversee policies on the Association's fiscal, programmatic and administrative affairs and authorize their implementation;
2. Determine and periodically evaluate the Association's mission and purpose and the performance of the Board and Association;
3. Ensure adequate fiscal and human resources for operating and maintaining the Association;
4. Establish and periodically evaluate the direction and content of programs, products and services sponsored by the Association; and

5. Promote the Association's interests and image.

G. Reimbursement. Members of the Board shall not be compensated for serving as Officers or At-Large Members. However, members may be eligible to be reimbursed for direct expenses they incur in their duties as Board members. Reimbursement and related procedures shall be described in the policies and procedures of the Association.

H. Board Meetings. The Board shall meet at least one (1) time a year in conjunction with a regular annual meeting of the Association, and may meet additional times subject to the call of the President. A special meeting of the Board must be called upon the written request of any three (3) Board members. At least fourteen (14) days notice of such a meeting must be given to the Board members. The notice shall state the date(s) and purpose of the meeting, specific agenda items to be discussed, and the manner in which the meeting discussion and any voting shall be conducted. The notice shall be delivered using any communication systems open and accessible to all Board members.

1. Quorum. Five (5) Board members, including at least two (2) Officers, shall constitute a quorum at meetings of the Board. Board members who participate in any meeting by telephone or other two-way communication systems approved by the Board shall be counted as present for purposes of meeting the quorum.
2. Manner of Acting. Except as otherwise required by law, the Association's Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the Board members present at any meeting of the Board at which a quorum is present shall be the act of the Board. Each Board member shall have one vote. A vote may not be cast by anyone other than a member elected or appointed to the Board. Voting by proxy shall not be permitted.
3. Order of Business. Board meetings shall include, but not be limited to, the following agenda items: approval of minutes from previous meeting; the President's report; the Treasurer's report; and a report from any persons engaged to administer the operations of the Association.
4. Conducting Interim Business. The Board may discuss issues and vote on motions in the interim between meetings using communication systems open and accessible to all Board members. Motions issued by any Board member must be clearly stated, accompanied by an explanation of the motion's intent, and specify a deadline for response. A motion shall be considered as seconded upon response to that motion by any other Board member. A record of all motions and outcomes shall be maintained by the Secretary.
5. Communication with Association membership. The Board shall prepare minutes of its meetings and make the approved minutes available to the Association's members.

I. Conflicts of Interest. For purposes of this subsection, a "conflict of interest" shall include but not be limited to, any transaction by or with the Association in which a Board member has a direct or indirect personal interest, or any transaction in which a Board member is unable to exercise impartial judgment or otherwise act in the best interests of the Association. The Board shall adopt and enforce a conflict of interest policy in accordance with these Bylaws and consistent with state law.

J. Board Committees.

A. The Board or the President shall have the authority to create Board committees for the purpose of informing and assisting in the Board's work and policymaking in areas that include: budget and finances, meetings, and nominations and elections. Such committees shall in no way replace the Board's responsibilities or obligations. Board committees shall be made up of Board members, and may include other members of the Association eligible under Article II to serve on committees. The objectives, operations, procedures and tenure of Board committees shall be described in the policies and procedures of the Association.

B. There shall be an Executive Committee of the Board comprised of the President (who shall act as its chairperson), Vice President, Secretary, Treasurer and Immediate Past President of the Association. The Executive Committee may be granted authority by the Board to act on its behalf as warranted.

Section 2. Officers

A. Officers' Authority. Each Officer shall be bound by the Association's Articles of Incorporation, these Bylaws, the policies and procedures of the Association, and any other actions taken by the Board, and shall have additional authority as may be conferred by Board resolution or as may be granted by the eligible voting members of the Association.

B. Tenure of Office. The terms of office for the President and Vice President shall be two (2) years, beginning on January 1 of the odd-numbered year following the elections for these offices and ending when their successors are inaugurated. Neither the President nor the Vice President shall be elected to the same office for more than two (2) consecutive two (2) year terms.

The term of office for the Treasurer and for the Secretary shall be shall be four (4) years and two (2) years, respectively, beginning on January 1 of the even-numbered year following the elections for these offices and ending when their successors are inaugurated. Neither the Treasurer nor the Secretary shall be elected to the same office for more than two (2) consecutive full terms.

The Immediate Past President shall serve until such time as the President completes the term for that office.

C. Powers and Duties. The Officers shall have such powers and duties as are defined in these Bylaws, and shall include any additional authority given them by formal Board resolution.

1. President. The President is the chief elected officer of the Association and shall direct the overall affairs and operations of the Board; preside over all Board and Association meetings; and perform all other duties authorized in these Bylaws or as the Board may authorize.
2. Vice President. The Vice President shall assist the President in directing the overall affairs and operations of the Board; act as presiding officer at meetings in the absence of the President; and perform all other duties authorized in these Bylaws or as the Board may authorize.

3. Secretary. The Secretary shall certify the integrity of the records and transactions of the Association and the Board; and perform all other duties authorized in these Bylaws or as the Board may authorize.
4. Treasurer. The Treasurer shall serve as the primary steward of the financial resources of the Association by ensuring the adequate recording and reporting of the Association's financial transactions and adherence to an annual budget; and perform all other duties authorized in these Bylaws or as the Board may authorize.
5. Immediate Past President. The Immediate Past President shall assist in the overall development and orientation of the Board; and perform all other duties authorized in these Bylaws or as the Board may authorize.

Section 3. Committees of the Association

The Board shall have the authority to create committees of the Association that report to and assist the Board in accomplishing the Association's goals. The committees shall be made up of persons eligible for committee membership under Article II. The President shall appoint the committee chairpersons. The jurisdiction, objectives, operations, procedures and tenure of committees shall be described in the policies and procedures of the Association.

Section 4. Staff and Other Assistance

The Board shall be authorized to engage such firms or persons or to make expenditures as are required to ensure the daily administration of the Association's operations; provided that no financial obligations shall be incurred by the Board in excess of reasonably anticipated revenues.

ARTICLE V

NOMINATIONS AND ELECTIONS

Section 1. Eligibility for Officer or At-Large Member of Board

Only members of the Association defined under Article II shall be eligible for nomination and election to an Officer or At-Large position on the Board.

Section 2. Elections Committee

The President shall appoint an Elections Committee, hereinafter referred to as the "Committee," consisting of the Immediate Past President, who shall chair the Committee; one (1) Board member from among the least senior in Board tenure; one (1) Board member from among the most senior in Board tenure and who is not an Officer; and one (1) non-Board member eligible under Article II to serve on a committee. In the event the immediate Past President is unable to serve as chair, the most senior Board member on the Committee shall serve as chair. The Committee may be assisted by any firm or person engaged to administer the Association.

The duties of the Committee shall include the recruitment and formal nomination of a slate of candidates for election to the Officer and At-Large positions; the development of a systematic and open process for nominations; and the identification of resources and activities for ongoing Board development.

Section 3. Nomination

A. Nomination by Committee. The Committee shall secure the consent of at least one (1) person eligible under Article II to hold office, to be a candidate for each open Officer and At-Large position. Nominations shall be made so as to ensure the Board represents a cross-section of the public data user community. Additional qualifications, skills, and characteristics required for achievement of the Board's duties and responsibilities shall be outlined in the policies and procedures of the Association. The slate of candidates nominated by the Committee shall appear on the official ballot distributed to members eligible to vote under Article II, and according to the election procedures outlined in Section 4 of this Article.

B. Nomination by Petition. Nomination petitions presented by five (5) or more persons eligible to vote under Article II, with the concurrence of candidates eligible to serve as Officers and At-Large Members of the Board may be submitted to and must be received by the chair of the Committee within fourteen (14) days of the Committee's announcement of its nominations. The names of candidates received by this method shall be included on the official ballot distributed to eligible voting members of the Association, and according to the election procedures outlined in Section 4 of this Article.

Section 4. Elections

A. Date of General Election. General elections for open Officer and At-Large Board member positions shall be held each year during the months of November or December. The date for counting the official ballots shall be set by the chair of the Committee, but the date shall be no later than December 15 in the year in which the ballots are distributed.

B. Balloting. At the direction of the Committee and at least fourteen (14) days prior to the date established for counting the ballots, a Board designee shall send to all persons eligible to vote under Article II an official ballot accompanied by statements of qualification prepared by the candidates. At the close of business on the date set for counting the ballots, the Board designee shall tabulate all ballots received from eligible voting members of the Association and shall report the results to the chair of the Committee.

C. Election Determination. Election to a position shall be by a plurality of the ballots cast by persons eligible to vote under Article II. The Committee shall resolve any tie or other circumstance preventing the determination of an election from a simple ballot count.

D. Notification of Election Results. The chair of the Committee, or the chair's designee, shall inform the candidates within seven (7) days of the ballot tabulation as to the outcome of the election, and shall announce the names of the winning candidates using any communication systems open and accessible to all members of the Association.

ARTICLE VI FINANCES

Section 1. Fiscal Year

Starting on the first day of January in the year 2019 the fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

A. Prior to the first day of January in the year 2019, the fiscal year of the Association shall begin on the first day of July and end on the last day of June in the following year, except that the fiscal year that begins on the first day of July in the year 2017 shall end of the last day of December in the year 2018.

Section 2. Budgets and Fees

The Board shall authorize and fix all fees of the Association, adopt annual budgets governing expenditures, authorize the investment of Association funds, and approve all contracts, applications for grants, or other outside financial support. The annual budget and any amendments approved by the Board shall be available to any Association member upon request.

Section 3. Check Signing and Disbursements

The President, Treasurer and any other individual designated by the Board shall be authorized to sign checks and initiate withdrawals in payment for materials or services purchased in compliance with the approved Association budget(s). Disbursements from the Association treasury for unbudgeted activities shall be approved by the Board.

Section 4. Gifts

The Board may accept any contributions, gifts or bequests on behalf of the Association.

Section 5. Audits and Reviews of Accounts

The Board shall authorize any audits as deemed reasonable. The accounts shall be audited or reviewed by an appropriate firm or person authorized by the Board.

ARTICLE VII

INDEMNIFICATION

Unless otherwise prohibited by law, the Association may indemnify any Officer or At-Large Member of the Board or any former Officer or At-Large Member, and may, by resolution of the Board, indemnify any employee of the Association, against any and all expenses and liabilities incurred by the person in connection with any claim, action, suit, or proceeding to which the person is made a party by reason of being an Officer, At-Large Member, or employee of the Association. However, there shall be no indemnification in relation to matters as to which the Officer, At-Large Member, or employee shall be adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of the person's own gross negligence in the performance of a duty to the Association.

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 Officer, At-Large Member, or employee. The Association may advance expenses or, where appropriate, may itself undertake the defense of any Officer, At-Large Member, or employee. However, such Officer, At-Large Member, or employee shall repay such expenses if it should be ultimately determined that the person is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any Officer, At-Large Member, employee, or other agent against any liability incurred by the person which arises out of such person's status as an Officer, At-Large Member, employee or agent, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE VIII DISSOLUTION

This Association may be dissolved by the vote of a two-thirds (2/3) majority of the persons eligible to vote under Article II. In the event of dissolution, the assets of the Association will be disposed of according to Article VIII of the Articles of Incorporation of the Association.

ARTICLE IX AMENDMENTS

These Bylaws may be amended by: (1) the vote of a two-thirds (2/3) majority of the persons eligible to vote under Article II present and voting at any regular business or special meeting of the Association, provided notice of such amendment(s) and the nature thereof shall be given to the eligible voting members at least thirty (30) days before the day of the meeting at which the amendment(s) are to be presented for consideration; or (2) the affirmative vote of a two-thirds (2/3) majority of the persons eligible to vote under Article II who respond to a poll using any communication systems open and accessible to the members of the Association, provided notice of such amendment(s) and the nature thereof shall have been given at least thirty (30) days prior to the date established for counting the ballots.

ARTICLE X EFFECTIVE DATE

These Bylaws shall supersede all prior Bylaws of the Association and shall take effect upon their approval unless otherwise stated. Provisions related to elected positions shall take effect as soon as possible, but no later than the expiration of all current terms of office.