

COMMUNITY INDICATORS CONSORTIUM BYLAWS

Article I: Purposes

The Community Indicators Consortium (“Consortium”) is an active learning network and community of practice among persons interested and/or engaged in the field of community indicators development and application, and is organized for the following educational and scientific purposes:

- Advance the art and science of community indicators;
- Facilitate the exchange of knowledge about and encourage development and effective use of community indicators across the globe.

Article II: Membership

Section 1: Categories of Membership

A. Any person or organization with an interest in community indicators shall be eligible for membership.

B. Categories of membership and rights and benefits pertaining thereto (including the right to vote or any limitation or denial of same) shall be determined based on the dues structure established from time to time by the Board of Directors of the Consortium.

C. No membership dues or fees shall be raised within the year for which they have been paid.

Section 2: Rights of Membership

A. All individuals holding membership in the Consortium shall have the right to vote for officers and for Board of Directors members, stand for election to office, attend meetings of the Consortium, and may have such other rights and benefits of membership as the Board of Directors may from time to time determine.

B. Individuals designated as members under agency-organization memberships shall have the right to vote, stand for election to office, attend meetings of the Consortium, and may have such other rights and benefits of membership as the Board of Directors may from time to time determine.

Section 3: Meetings of the Membership

A. Annual Meeting: The annual meeting of members shall be held at a time and place designated by the Board of Directors.

B. Special Meetings: The President or Board of Directors may call special meetings of the membership.

C. Notice: Written notice stating the place, day, and hour of the meeting of members shall be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting.

D. All meetings of the membership shall be open to any member of the Consortium.

Section 4: Quorum of Membership

Ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of business by the membership. The act of a majority of the membership entitled to vote present at a meeting at which a quorum is present shall be the act of the membership. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid action if subsequently confirmed by a majority vote, in conformity with the quorum requirements, by an electronic or mail ballot of the membership entitled to vote.

Section 5: Termination or Denial of Membership

Membership shall terminate automatically without the necessity of any action by the Board of Directors whenever any member fails to pay dues when said dues are due and payable.

Article III: Board of Directors

Section 1: General Powers

A. The Consortium and the Board of Directors shall have and shall exercise all powers of a not for profit corporation under the law of the State of Vermont, including but not limited to the power to: (1) contract for all necessary things and services in connection with the management of the Consortium, including the employment of auditors, consultants, and legal counsel; (2) delegate powers and duties to its officers and employees, and provide for the business and conduct of annual and special meetings; (3) to issue and distribute the Consortium's publications; (4) establish, oversee, and disestablish committees and other bodies for various purposes; (6) appoint, evaluate, and remove the Executive Director; (7) establish and revise membership dues and fees in accordance with Article II, Section 1.C.; and (8) recommend to the membership, the adoption, amendment, repeal of bylaws of the Consortium.

B. Board of Directors Meetings: Meetings of the Board of Directors shall be held upon written or printed notice made not less than ten (10) days before the date of the meeting. Meetings shall be at the call of the President or of any five members of the Board of Directors. All Board of Directors meetings shall be open to any member of the Consortium except for executive sessions of the Board of Directors or its Executive Committee. Robert's Rules of Order shall serve as the parliamentary procedure for all Board of Directors meetings. At the personal expense of a member so requesting it, or if in the discretion of the members of the Board of Directors, the Consortium's budget so permits, at the Consortium's expense, any one (1) or more of the members of the Board of Directors or of any committee may participate in any meeting of the Board of Directors or any committee by means of a conference telephone call or by any other communications equipment by means of which all persons participating in the meeting can communicate with each another. Members of the Board of Directors participating by means of telecommunications media shall be deemed to have been present in person at such meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a unanimous written consent to such action is signed by all members of the Board of Directors or the committee, as the case may be, and such written consent is filed with the minutes of its proceedings. Each member of the Board of Directors or committee may sign a separate copy of the unanimous written consent document.

Section 2: Composition and Term of Office

A. The Board of Directors shall consist of the following fifteen (15) voting members. These include the seven (7) officers (President; Immediate Past President; President-Elect; two (2) Vice Presidents, Secretary, and Treasurer) and up to eight (8) at-large members.

B. Board of Directors members shall serve until their successors are elected or appointed and take office, or until their earlier resignation or removal.

Section 3: Term of Office

At-large members of the Board of Directors shall be elected for a three-year term with at least one-third of the Board of Directors standing for election each year. However, no member of the Board of Directors shall serve more than six consecutive years.

Section 4: Nominations and Elections

A. Members of the Consortium and members of the Board of Directors will be invited to submit recommendations to the Governance Committee for consideration as Board of Directors members.

B. To be eligible for nomination to the Board of Directors, a person shall be a member of the Consortium and the slate of candidates shall seek to reflect the diversity and balance of the Consortium's membership.

C. Names of consenting members may also be placed in nomination by petitions signed by at least twenty-five (25) members of the Consortium and presented to the Governance Committee not later than fifteen (15) calendar days following the official announcement of the Governance Committee slate.

D. The Governance Committee shall seek to nominate a minimum of two (2) candidates for each office under consideration.

E. The Governance Committee shall present a slate of candidates which is representative of the various groups within the Consortium. The Governance Committee will give strong consideration to a person's contributions to the Consortium.

F. In the event that a person is elected to the Board of Directors but declines to take his or her seat, the President shall declare the candidate receiving the next highest number of ballots to be the winner. Should there be no other candidate for the office, the matter shall be treated in the fashion of a resignation, and the President shall appoint a person to the seat until the next regularly scheduled election.

G. In the event of a contested election, the Board of Directors in its sole and absolute discretion shall have final authority to declare the results of the election.

H. The Executive Director shall provide each member, not less than forty-five (45) calendar days prior to the annual meeting of the membership, a ballot including the candidates for Vice President and Board of Directors members together with biographical information on each candidate. The members must return ballots to the Consortium's office no later than the deadline stated on the ballot.

I. Space shall be provided on the ballot for writing in the names of additional candidates.

J. The nominee receiving the highest number of votes for each office shall be elected. In the event of a tie vote, the winner will be determined by drawing of lots or flip of the coin by the current President at a meeting of the Board of Directors.

K. The President shall announce the results of the elections at the annual meeting of the membership.

L. The newly elected Board of Directors members and incoming officers shall assume office at the closing of the annual meeting of the membership.

Section 5: Removal

Board of Directors members shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Board of Directors, by majority vote of members entitled to vote, declares that one (1) or more of the member's absences are excused.

Section 6: Vacancies

The President shall nominate a member to fill a vacancy of an at-large member of the Board of Directors and the Board of Directors must vote on the nomination. Upon approval of the Board of Directors, the person approved shall hold the position until the next regularly scheduled election election.

Section 7: Quorum

A majority of its voting members shall constitute a quorum for the Board of Directors. The act of a majority of the Board of Directors members entitled to vote present at a meeting at which a quorum is present shall be the act of the Board of Directors except where a greater majority is required by the bylaws.

Section 8: Committees

A. Establishment: There shall be two (2) types of committees: standing and ad hoc.

1. Standing committees shall be established through the bylaws and are deemed to be permanent, subject only to subsequent amendments to the bylaws. There are four (4) standing committees: Executive Committee, Governance Committee, Finance Committee and Fundraising Committee.

2. Ad hoc committees may be established by the Board of Directors or by the President with the approval of the Board of Directors. Ad hoc committees established by the Board of Directors are considered to be ongoing until disestablishment by the Board of Directors. Committees established by the President expire with the term of the President. In establishing committees that will require substantial Consortium resources, the Board of Directors and the President shall seek to ensure that such committees are consistent with and contributes toward the Consortium's goals and purposes and that there are available staff and other financial resources to support the proposed committees.

B. Appointment of Members: The President, with the approval of the board of Directors, shall appoint the chairperson and members of each standing and ad hoc committee; however, each committee shall have at least (1) member of the Board of Directors as a member. Such appointments of chairpersons and members shall be for one-year and may be renewed with the approval of the Board of Directors. All committee members, including the chairperson, shall serve at the pleasure of the President.

C. Disestablishment of Committees: Standing committees may be disestablished only by a vote of the Board of Directors according to the procedure for amendments to the bylaws. Ad hoc committees may only be disestablished by the Board of Directors or the President with the approval of the Board of Directors. All ad hoc committees shall be reviewed periodically as to their performance and may be disestablished under procedures established by the Board of Directors when the committees no longer meet their intended purpose or have completed their assignment.

Section 9: Executive Committee

The Executive Committee shall consist of the President, Immediate Past President, President-Elect, two (2) Vice Presidents, the Secretary, and the Treasurer. The Executive Committee shall have the power to transact all regular business of the Consortium during the interim between the meetings of the Board of Directors, provided such action shall not conflict with the policies and expressed wishes of the Board of Directors. Executive Committee actions shall be reported fully to the Board of Directors at the Board of Directors' next meeting. The presence of five (5) members of the Executive Committee shall constitute a quorum for the conduct of the committee's business.

Section 10: Governance Committee

A. The Governance Committee shall be responsible for the following functions or activities: nominations, orientation for new members of the Board of Directors and committee chairpersons and committee members, self-assessments of the Board of Directors and committees, and volunteer leadership.

B. The Governance Committee shall also make recommendations to the Board of Directors regarding employee compensation and human resource issues involving the Executive Director including the Executive Director's annual evaluation and succession.

Section 11: Finance Committee

The Finance Committee shall be responsible for the following functions or activities: working with the Executive Director to develop the Consortium's proposed annual budget, overseeing the execution of the Consortium's annual budget, recommending to the Board of Directors any fee-for service activities, and ensuring the accuracy and completeness of the Consortium's annual financial statements. Annual reports are required to be submitted to the Board of Directors showing income, expenditures, and pending income. The Consortium's financial records are public information and shall be made available to the membership, Board members, and the public.

Section 12: Fundraising Committee

The Fundraising Committee shall be responsible for the following functions or activities: identifying fundraising opportunities, soliciting funds within the guidelines set by the Board of Directors, preparing fundraising materials, and making recommendations to the Board of Directors regarding the Consortium's fundraising program.

Section 13: Conflicts of Interest

The Consortium shall make no loan to any officer, member of the Board of Directors, or any member of the Consortium. To avoid conflicts of interest or even the appearance of impropriety, whenever any member of the Board of Directors or any officer may have any interest or relationship in any transaction to be entered into by the Consortium, that in advance of any such transaction, the member of the Board of Directors or officer shall make known to the Board of Directors the material facts of the transaction and the nature of the person's interest or relationship in same.

Article IV: Officers

Section 1: Officers and Term of Office

A. The officers of the Consortium shall be the President, the President-Elect, two (2) Vice Presidents, the Secretary and the Treasurer.

B. The President-Elect is elected by annual ballot for a term of one (1) year and will automatically succeed to the office of the President upon completion of the President's term.

C. The Vice Presidents, the Secretary, and the Treasurer are elected by the members of the Consortium by annual ballot for a term of one (1) year. Officers shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Board of Directors, by majority of vote of members entitled to vote, declares that one (1) or more of the member's absences are excused, or whenever membership is terminated or denied in accordance with Article II, Section 5.

Section 2: Vacancies

- A. In case of death, resignation, or inability of the President to perform the duties of his or her office, the President-Elect shall immediately succeed him or her and shall be President for the remainder of the unexpired term and one (1) additional year.
- B. In case of an interim vacancy in the office of President-Elect, the Consortium shall hold a special election so the membership of the Consortium shall elect a President-Elect for the remainder of the unexpired term and one (1) additional year.
- C. In the case of an interim vacancy in the office of Vice President, the Board of Directors shall elect a replacement to serve until the next annual election. At the next annual election, the membership of the Consortium shall elect a Vice President for the position that was previously vacant.
- D. In the case of an interim vacancy in the office of Secretary, the Board of Directors shall elect a replacement to serve until the next annual election. At the next annual election, the membership of the Consortium shall elect a Vice President for the position that was previously vacant.
- E. In the case of an interim vacancy in the office of Treasurer, the Board of Directors shall elect a replacement to serve until the next annual election. At the next annual election, the membership of the Consortium shall elect a Vice President for the position that was previously vacant.

Section 3: Duties of the President

- A. The President shall exercise chief policy leadership of the Consortium; shall preside over all meetings of the Board of Directors and the Consortium's annual meeting of its membership; shall appoint members to committees and other bodies; and shall be an ex-officio member with vote of every committee of the Consortium with the exception of the Governance Committee.
- B. The President is the principal public spokesperson of the Consortium, and shall at the annual meeting and at such other times and forums, both internal and external, communicate, advise, inform, and suggest such actions and policies as deemed proper to advance the goals, purposes, and programs useful to the Consortium and its members, committees, and other bodies.
- C. Concurrent with the term of office, the President may make such other appointments as are required by the bylaws or as may seem necessary in the interests of the Consortium.
- D. As the public symbol of the Consortium, the President shall act at such times and places as necessary and take such actions as useful to execute the provisions of the bylaws, policies of the Consortium, and protect the rights and welfare and promote the interests of the members.
- E. On issues of significance, the President shall, in situations of dispute regarding policy implementation, act as a liaison between the Executive Director, other officers and members of the Board of Directors, committee chairpersons, and such other agents of the Consortium as may exist or from time to time be established.
- F. The President shall perform all duties prescribed by the bylaws and such others as may from time to time be entrusted to this office by the Board of Directors.

Section 4: Duties of the Immediate Past President

The Immediate President shall perform such duties as may be assigned by the bylaws, the Consortium's policies and procedures manual, and/or the President.

Section 5: Duties of the President-Elect

- A. The President-Elect shall, to the extent desired by the President, assist in the execution of the duties and functions of that office.
- B. It shall be the duty of the President-Elect to prepare the plan of action to implement the Consortium's strategic goals during his or her term as President.

Section 6: Duties of the Vice President

The Vice Presidents shall perform such duties as may be assigned by the bylaws, the Consortium's policies and procedures manual, the Board of Directors, and/or the President.

Section 7: Duties of the Secretary

The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and the Executive Committee, and for the performance of all duties normally pertaining to the Office of Secretary.

Section 8: Duties of the Treasurer

The Treasurer shall be responsible for advising the Board of Directors and Executive Committee on all fiscal matters and serving as Chair of the Finance Committee.

Section 9: Duties of the Executive Director

- A. The Executive Director is the chief executive officer of the Consortium and generally is responsible for the execution of Consortium business.
- B. The Executive Director serves as the fiscal agent for all Consortium business.
- C. The Executive Director shall perform such duties as may be assigned by the bylaws, the Consortium's policies and procedures manual, the Board of Directors, and/or the President.
- D. Pursuant to the not for profit corporation act of the State of Vermont, the Executive Director shall cause to be filed with the Secretary of State of Vermont the annual report of the Consortium on the form provided by the Secretary of State.

Article V: Advisory Council

There shall be an Advisory Council consisting of well known experts related to the field of indicators, both practitioners and scholars, and representatives from various foundations that support indicators. Members of the Advisory Council will lend their names to support the Consortium and will be available as honorary chairs of fund raising campaigns and conferences. The Advisory Committee shall be appointed by the Board of Directors for such terms and such duties as the Board of Directors may from time to time determine. All members of the Advisory Council serve at the pleasure of the Board of Directors.

Article VI: Miscellaneous Provisions

Section 1: Waiver of Notices

Whenever any notice whatever is required to be given under the articles of incorporation, these bylaws, or by law, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 2: Fiscal Year

The fiscal year of the Consortium shall begin January 1 and end December 31.

Section 3: Fidelity Bonds

The Executive Director and such other officers and staff as the Board of Directors may designate may be bonded by fidelity bonds in an amount set by the Board of Directors and paid by the Consortium.

Section 4: Designated Fund Reserve

A. There may be a designated fund reserve established for the purposes of assuring that the Consortium is in a position to address financial emergencies.

B. Proposed expenditures from the fund shall be primarily for non-recurring expenses, must be reviewed by the Board of Directors, and may be expended from the fund following an affirmative vote at two (2) consecutive meetings of the Board of Directors.

Section 5: Grants and Gifts

The Board of Directors may accept on behalf of the Consortium any contribution, grant, gift, bequest, or devise for the general purposes of the Organization.

Section 6: Dissolution or Sale of Assets

A two-thirds (2/3's) vote of the membership shall be required to sell or mortgage the Consortium's assets not in the regular course of business or to dissolve the Consortium. Upon dissolution of the Consortium, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the corporation shall inure to the benefit of or be paid or distributed to an officer, member of the Board of Directors, member, employee, or donor of the organization.

Article VII: Amendments

Section 1: Approval Vote by the Board of Directors

These bylaws may be amended by obtaining sixty percent (60%) of the votes of the Board of Directors members present at a meeting of the Board of Directors, provided, however, that a quorum is present and those voting in favor constitute at least a majority of Board of Directors members entitled to vote.

Section 2: Approval Vote by Membership

Upon approval by the Board of Directors, the proposed amendments must be presented to the membership for final approval. The vote on amendments shall be taken in accordance with Article II, Section 4.

Section 3: Publication

The exact language of any bylaw amendment adopted will be published in Consortium's newsletter within sixty (60) days of adoption by the membership.

Section 4: Comprehensive Reviews

At least once every five (5) years beginning in 2010, the President shall direct a comprehensive review of the bylaws and recommend any desired changes. This section shall in no way prevent the Board of Directors for reviewing and/or amending the bylaws at other intervals in the discretion of the Board of Directors.

Article VIII: Other Published Policies

In any matter not covered by these bylaws, where there is now or may be in the future an existing and published policy approved by the Board of Directors, the same shall prevail to the extent it is consistent with the Consortium's articles of incorporation, these bylaws, and law.

Bylaws approved by the interim Board of Directors on July 14, 2005.

Bylaws amended by the Interim Board of Directors on November 10, 2005.

Amendments and changes to the Bylaws approved by the CIC membership on January 16, 2007.