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AMERICAN ASSOCIATION FOR PUBLIC OPINION RESEARCH

Incorporated under the Laws of the State of Delaware

ARTICLES OF INCORPORATION

AND

BYLAWS

(Adopted November 3, 1963;
As Amended July 14, 1967,
April 27, 1979, April 25, 1980,
January 17, 1986, May 15, 2004,
May 17, 2015, and October 22, 2020)

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**CERTIFICATE OF INCORPORATION
OF
AMERICAN ASSOCIATION FOR PUBLIC OPINION RESEARCH**

We, the undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly an act entitled "An Act Providing a General Corporation Law", approved March 10, 1899, and the acts amendatory thereof and supplemental thereto, and known as the "General Corporation Law of the State of Delaware") do make and file this certificate of incorporation in writing and do hereby certify as follows, to wit:

FIRST: The name of the corporation (hereinafter called AAPOR) is

AMERICAN ASSOCIATION FOR PUBLIC OPINION RESEARCH

SECOND: The respective names of the County and of the City within the County in which the principal office of AAPOR is to be located in the State of Delaware are the County of New Castle and the City of Wilmington. The Name of the resident agent of AAPOR is The Corporation Trust Company. The street and number of said principal office and the address by street and number of said resident agent is No. 1209 N Orange Street, in the City of Wilmington, State of Delaware.

THIRD: The nature of the business of AAPOR and the objects or purposes to be transacted, promoted or carried on by it are exclusively charitable, scientific, literary or educational and not for profit, as follows:

To stimulate research and study in the field of public opinion and survey research; to facilitate the dissemination of research methods, techniques and findings; to promote the use of public opinion and survey research in democratic policy formation; to conduct outreach activities to inform the public and media about the merits and limitations of public opinion and survey research; to encourage the development of professional standards; to promote the scientific conduct of public opinion and survey research; to promote public opinion and survey research as a profession; and, to serve as a representative national organization in professional meetings and associations.

AAPOR shall promote the scientific conduct of public opinion and survey research, in part, through the provision of educational information to policy makers.

AAPOR shall have all powers to do all and everything which shall be necessary or suitable and proper for the accomplishment of its objectives and purposes,

74 including powers to do all things which shall be incidental or pertinent to or growing
75 out of or connected with said objects or purposes, either alone or with one or more
76 associates, provided the same are not inconsistent with the laws of the state of
77 Delaware.

78
79 FOURTH: AAPOR shall not have authority to issue capital stock.
80

81 AAPOR is not organized for and shall not operate for pecuniary profit and shall
82 not make or declare dividends. No part of its assets shall at any time inure to the
83 benefit of any Member of AAPOR. Upon the dissolution or termination of AAPOR
84 all money or other property which shall then be held by it shall, subject to the
85 discharge of its valid obligations and to the applicable provisions of law, be
86 distributed in accordance with the purposes and objects of AAPOR.
87

88 FIFTH: The conditions of membership of AAPOR and the classes of Members
89 entitled to vote at any annual or special meeting of the Members shall be as
90 provided in the Bylaws of AAPOR.
91

92 SIXTH: The names and places of residence of each of the incorporators are as
93 follows:
94

Names	Places of Residences
Stuart B. Goldman	175 East 79th Street New York 21, N.Y.
Charles G. Moerdler	158 East 70th Street New York 21, N.Y.
Ezra Cornell IV	16 Duryea Road Upper Montclair, N.J.

95
96 SEVENTH: AAPOR is to have perpetual existence.
97

98 EIGHTH: The private property of the Members of AAPOR shall not be subject
99 to the payment of corporate debts to any extent whatever.
100

101 NINTH: The business, property and affairs of AAPOR shall be managed by an
102 Executive Council, except as otherwise provided in the Bylaws of AAPOR. The
103 number of Executive Councilors, their qualifications, the manner of their election,
104 their terms of office and removal therefrom, the number of Executive Councilors
105 necessary to constitute a quorum at meetings of the Executive Council, the place
106 and manner of conduct of their meetings, and the duties and powers of the
107 Executive Councilors shall, subject to the applicable provisions of the laws of the
108 State of Delaware, be as provided in the Bylaws of AAPOR.

109 In furtherance and not in limitation of the powers conferred by the laws of the
110 State of Delaware, the Executive Council is expressly authorized and empowered:

111
112 (1) To designate one or more ad hoc committees. Each committee must have
113 an explicit charge and a duration established by Executive Council, and will consist
114 of two or more AAPOR members appointed by the President of AAPOR.
115 Committees must report to AAPOR Executive Council regularly on their activities.

116
117 (2) In addition to the powers and authority hereinbefore or by the laws of the
118 State of Delaware expressly conferred upon it, to exercise all such powers and do
119 all such acts and things as may be exercised or done by AAPOR subject to the
120 provisions of the laws of the State of Delaware and the Certificate of Incorporation
121 and Bylaws of AAPOR.

122
123 TENTH: Meetings of the Members and of the Executive Council may be held
124 either within or without the State of Delaware and at such place or places, at such
125 time or times and on such notice as shall be provided in the Bylaws of AAPOR.
126 Except as otherwise provided by the laws of the State of Delaware, the books and
127 records of AAPOR may be kept either within or without the State of Delaware and
128 at such place or places as may be from time to time designated by the Executive
129 Council.

130
131 ELEVENTH: No amendment, change, alteration or repeal of any provision of
132 the Certificate of Incorporation of AAPOR shall be made and effected unless it
133 shall have been approved by the vote of a majority of the Members after having
134 first been proposed by the Executive Council.

135
136 TWELFTH: Every person now or hereafter serving as an Executive Councilor,
137 officer, chairperson or member of a standing committee or employee of AAPOR,
138 or at the request of AAPOR as a director, officer or employee of another
139 corporation in which AAPOR owns shares of capital stock or of which it is a creditor
140 (such person being hereinafter called an "Associate of AAPOR"), shall be
141 indemnified and held harmless by AAPOR from and against any and all loss, cost,
142 liability and expense that may be imposed upon or incurred by him or her in
143 connection with or resulting from any claim, action, suit or proceeding, civil or
144 criminal, in which they may become involved, as party or otherwise, by reason of
145 their being or having been an associate of AAPOR, whether or not they continue
146 to be such at the time such loss, cost, liability or expense shall have been imposed
147 or incurred, to the full extent permitted by the General Corporation Law of the State
148 of Delaware.

149
150 AAPOR shall have the power to purchase and maintain insurance on behalf of
151 any person who is or was a director, officer, employee or agent of AAPOR, or is or
152 was serving at the request of AAPOR as a director, officer, employee or agent of
153 another corporation, partnership, joint venture, trust or other enterprise against any
154 liability asserted against him or her and incurred by him or her in any such capacity,

155 or arising out of status as such, whether or not they are an Associate of AAPOR
156 and whether or not AAPOR would have the power to indemnify him or her against
157 such liability under the provisions of the General Corporation Law of the State of
158 Delaware.

159
160 IN WITNESS WHEREOF, we the undersigned, being all of the incorporators
161 hereinabove named, do hereby further certify that the facts hereinabove stated are
162 truly set forth and accordingly have hereunto set our respective hands and seals
163 this 31st day of October, 1963.

164
165 STUART GOLDMAN [L. S.]

166 Stuart B. Goldman

167
168 CHARLES G. MOERDLER [L. S.]

169 Charles G. Moerdler

170
171 EZRA CORNELL IV [L. S.]

172 Ezra Cornell IV

173
174 STATE OF NEW YORK,
175 SS:
176 COUNTY OF NEW YORK,

177
178 BE IT REMEMBERED that on the 31st day of October, 1963, personally
179 appeared before me Stuart B. Goldman, Charles G. Moerdler, and Ezra Cornell
180 IV, all to me known and known to me to be the persons who executed the foregoing
181 Certificate of Incorporation, and they severally acknowledged that said Certificate
182 was so executed by them by their free acts and deeds.

183 GIVEN under my hand and seal of office the day and year aforesaid

184 CECELIA HILDEBRANDT
185 Notary Public
186 Cecelia Hildebrandt
187 Notary Public, State of New York
188 No. 24-1794600 - Qual. in Kings County
189 Certificate filed in New York County
190 Commission Expires March 30, 1965

191
192 [NOTARIAL SEAL]

193
194 (FOR CERTIFICATE OF AMENDMENT)

195
196 IN WITNESS WHEREOF, said American Association for Public Opinion Research
197 has caused this certificate to be signed by Seymour Sudman, its President, and
198 attested by Albert E. Gollin, its Secretary-Treasurer, this 23rd day of July, 1981.

199 American Association for Public Opinion Research

200

201 By: SEYMOUR SUDMAN [L. S.]

202 Seymour Sudman

203 PRESIDENT

204

205 ATTEST:

206 BY: ALBERT E. GOLLIN [L. S.]

207 Albert E. Gollin

208 Secretary-Treasurer

209

210 STATE OF DELAWARE,

211 SS:

212 NEW CASTLE COUNTY,

213

214 I, Leo J. Dugan, Jr. Recorder of Deeds for New Castle County, Delaware, do
215 hereby certify that Certified Copy of Certificate of Amendment of Certificate of
216 Incorporation of "AMERICAN ASSOCIATION FOR PUBLIC OPINION
217 RESEARCH" was received for record in this office on August 18, 1981 and the
218 same appears of record in the Recorder's Office for said County.

219 WITNESS my hand and Official Seal, this eighteenth day of August 1981 A.D.

220 LEO J. DUGAN, JR. [L. S.]

221 Leo J. Dugan, Jr.

222 Recorder

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BYLAWS
Of the
AMERICAN ASSOCIATION FOR PUBLIC OPINION RESEARCH

Article I
Offices

Section 1 Principal Office. The principal office of the American Association for Public Opinion Research (hereinafter referred to as AAPOR) in the State of Delaware shall be in the City of Wilmington, County of New Castle, and the resident agent in charge thereof shall be the Corporation Trust Company.

Section 2 Other Offices. AAPOR may have offices at such other place or places as the Executive Council may determine from time to time.

Article II
Members

Section 1. Membership Qualifications. Any person professionally engaged or interested in research or study in the field of public opinion and survey research, can be accepted as a member of AAPOR if they meet the following qualifications:

- a) Completes and submits an AAPOR membership application. On that application they acknowledge that they have read and subscribe to the AAPOR Conduct Policy and the AAPOR Code of Professional Ethics and Practices (referred to in Article IX of these Bylaws), and hereafter referred to as the Code, and;
- b) Remits the appropriate annual dues for their membership class as listed on the application and described in Section II.2.

Section 2. Classes of Membership. There shall be four classes of membership: (a) Regular membership; (b) Student membership, limited to full-time students at an accredited college or university; (c) Joint membership, available to one individual living in the same household as a regular member; (d) Honorary life membership, for which AAPOR members are eligible when they attain the age of 65, provided they have held membership in AAPOR for at least 25 years and have relinquished full-time employment. Honorary life memberships may include any or all regular membership benefits, as determined by the Executive Council.

264 Section 3. Hardship Waiver. AAPOR members who are experiencing
265 extreme financial hardship may request the Executive Council to grant a one-year
266 waiver of their membership dues. If granted, the member retains their rights as a
267 member during that waiver period.

268
269 Section 4. Duration of Membership. A member shall continue as such as
270 long as annual dues are paid, or a hardship extension is in effect, until withdrawal,
271 death, or termination or suspension of their membership as hereafter provided. The
272 membership of any Member may be terminated by the Secretary-Treasurer if such
273 Member has not paid their dues within six (6) months from the assessment thereof.

274
275 Section 5. Membership Termination and Suspension. Membership that has
276 been terminated or suspended because of non-payment of dues will be reinstated
277 when the appropriate dues are paid, providing they have not been terminated for
278 other reasons stated hereinafter.

279
280 The Executive Council may suspend or terminate a Member's membership
281 status for a violation of the AAPOR Conduct Policy or the AAPOR Code under the
282 following conditions:

283
284 (a) The finding that such member is guilty of violating the AAPOR Conduct
285 Policy or the AAPOR Code must be made in accord with the established
286 procedures for investigating alleged violations of the Conduct Policy or the Code.

287
288 (b) Both the finding of violation and the termination or suspension of
289 membership must be voted by at least two-thirds (2/3rds) of the Executive Council
290 members present at the meeting at which such votes are taken.

291
292 **Article III**
293 **Meetings of Members**
294

295 Section 1. Annual Business Meeting. The annual meeting of the Members will
296 be held at an announced time and place during the Annual Conference. The annual
297 meeting will be used to: (a) announce the winners of the election of Executive
298 Councilors that has been held according to Article IV, Section 3; (b) transact other
299 business for consideration of all members as listed on the agenda prepared by the
300 Executive Council and distributed by the Secretary-Treasurer; (c) review the past
301 year's activities and discuss future actions of AAPOR; and (d) discuss business
302 suggested by AAPOR Members. An official record of the annual meeting will be
303 presented by the Secretary-Treasurer in AAPOR publications including Public
304 Opinion Quarterly, the official AAPOR website, or other communications media as
305 appropriate or directed by the Executive Council. Administrative business such as
306 the approval of minutes and motions to adjourn shall not be subject to quorum
307 requirements.

308
309 Section 2. Special Meetings. A special meeting of the Members for any purpose
310 or purposes, unless otherwise prescribed by statute, may be called by the
311 President or by order of the Executive Council at any time and shall be called upon
312 the request of at least one-hundred fifty (150) Members entitled to vote thereat.

313 The request for a special meeting may be announced and approved through
314 appropriate communications media such as electronic communication or mail.
315

316 Section 3. Place of Meeting. Each meeting of the Members of AAPOR shall be
317 held at such place within or without the State of Delaware as shall be fixed by the
318 Executive Council. For Member voting, this meeting may be held online and
319 consist of the process of voting.
320

321 Section 4. Notice of Meetings, Proxies. Notice of each meeting of the Members,
322 whether annual or special, shall be given to each Member entitled to vote thereat,
323 stating the purposes thereof and every matter to be voted thereon together with a
324 proxy enabling each such Member to vote either for or against every such matter,
325 not less than fifteen (15) nor more than forty (40) days before the day on which the
326 meeting is to be held, by delivering a notice thereof to such Member by their
327 preferred communication method such as electronic communication or mail.
328

329 Section 5. Quorum. At each meeting of the Members, except at the Annual
330 Business Meeting and as otherwise provided by law, twenty-five percent (25%) of
331 the Members entitled to vote thereat shall constitute a quorum for the transaction of
332 business that requires a vote of the membership. In the absence of a quorum any
333 Officer entitled to preside at, or act as Secretary of, such meeting, shall have the
334 power to expand the discussion of the business and the vote to the full membership
335 via electronic communication or the mail.
336

337 Section 6. Voting. At each meeting of the Members, every Regular, Honorary
338 Life, Joint, and Student Member of AAPOR in good standing shall be entitled to
339 one vote in person or by proxy. Any vote may be given by the Member entitled
340 thereto in person or by proxy and via an electronic vote or by mail. At all meetings
341 of the Members, all matters (except as otherwise provided by law, by the Certificate
342 of Incorporation of AAPOR or by these Bylaws) shall be decided by a majority of
343 the votes cast by the Members voting in person or by proxy.
344

345 Section 7. List of Members. It shall be the duty of the Chairperson of the
346 Membership and Chapter Relations Committee, or other Officer of AAPOR
347 authorized by the Executive Council to maintain a list of members entitled to vote.
348 This list will be made available upon request to be examined by any Member.
349

350 **Article IV**

351 **Executive Council**

352

353 Section 1. General Powers. The property, affairs, and business of AAPOR shall
354 be managed by the Executive Council.
355

356 Section 2. Composition and Terms of Office. The Executive Council shall be
357 composed of the President, the Vice President, the Secretary-Treasurer, the
358 Associate Secretary-Treasurer, the Chairpersons and the Associate Chairpersons
359 of the Membership and Chapter Relations Committee, the Conference Committee,
360 the Standards Committee, the Education Committee, the Communications
361 Committee, the Inclusion and Equity Committee, the Past President and three

362 Councilors-at-Large.

363

364 No person shall hold more than one position on the Executive Council. An
365 incumbent Executive Councilor who is, pursuant to the provisions of Section 6 of
366 this Article, elected or appointed to another position on the Executive Council shall,
367 upon election or appointment thereto, resign their former position thereon, which
368 position shall then be filled in the manner provided in Section 6 of this Article.

369

370 The Vice President shall have a term of office of one year, at the end of which
371 they shall become President. The President shall have a term of office of one year,
372 at the end of which they shall become Past President. The Past President serves
373 as Chairperson of the Committee on Nominations and shall have a term of office of
374 one year.

375

376 The Associate Secretary-Treasurer shall have a term of office of one year, at
377 the end of which they shall become Secretary-Treasurer. The Secretary- Treasurer
378 shall have a term of office of one year.

379

380 The Associate Chairperson of the Membership and Chapter Relations
381 Committee, Conference Committee, Standards Committee, Education Committee,
382 Communications Committee, and Inclusion and Equity Committee shall have a
383 term of office of one year, at the end of which they shall become Chairperson of
384 the particular Committee of which they were Associate Chairperson. The
385 Chairperson for each of these five committees shall have a term of office of one
386 year.

387

388 Councilors-at-large shall have terms of office of three years. Their terms of office
389 shall be staggered so that only one Councilor-at-Large shall be elected each year.

390

391 Each person elected to the Executive Council shall take office at the Annual
392 Conference immediately following the election, but in any case no later than 90
393 days following the conclusion of voting in the annual election, and shall hold office
394 until the expiration of their term of office, or until their death, or until they shall
395 resign, or until they shall have been removed, whichever first occurs.

396

397 Section 3. Nominations and Elections. The Association will hold an annual
398 election, with voting open to all members in good standing, for the purpose of filling
399 positions on the Executive Council whose terms will expire that year. All candidates
400 for Executive Council positions must be paid-up members of AAPOR. Student
401 members are not eligible to hold Executive Council positions. No person can be
402 made a candidate without their prior consent. No person can be made a candidate
403 for more than one office. Members of the Committee on Nominations are not
404 eligible for nomination by said committee.

405

406 The Committee on Nominations will consist of a minimum of five members
407 appointed by the Past President, who shall chair the committee. The committee
408 composition shall reflect the breadth and diversity of AAPOR membership.

409

410 Candidates for Vice-President/President-Elect and Associate Conference
411 Chairperson will be chosen to create a balance between non-commercial (e.g.,
412 government, university, and/or non-profit) and commercial organizations. If either
413 of these positions has been filled by members from the commercial sector for two
414 years in a row, the following year's nominees must come from the non-commercial
415 sector. If either of these positions has been filled by members from the non-
416 commercial sector for two years in a row, the following year's nominees must come
417 from the commercial sector. No restrictions of this nature apply to candidates for
418 other offices.

419
420 The Past President, acting as Chairperson of the Committee on Nominations
421 and on its behalf, shall submit to the members entitled to vote the names and short
422 biographies of two candidates nominated for each Executive Council position to
423 be filled by election. All such nominations shall have been previously approved by
424 the Executive Council. In compiling the list of candidates, both the Committee on
425 Nomination and Executive Council shall make reasonable efforts to ensure that
426 the list reflects the diversity of AAPOR membership in areas such as gender, race,
427 ethnicity, career seniority, organization, and sector (academic, government,
428 commercial and other). The submission of names of candidates to the members
429 entitled to vote shall be not more than ninety (90) nor less than sixty (60) days
430 before the annual meeting of the members and shall be in the manner provided for
431 notice of meetings in Article III, Section 4 of these Bylaws. The Past President may,
432 at their option, prior to the preparation of the nominations, poll the members for
433 suggested nominations.

434
435 Upon receipt of the names of the candidates submitted by the Past President,
436 any group of at least twenty-five (25) members entitled to vote may nominate
437 another candidate or candidates by so notifying in writing the Past President within
438 fourteen (14) days after the delivery or mailing of such names by the Past
439 President. Thereafter, and subject to the approval of the Executive Council, which
440 has final responsibility for determining candidates to be nominated for positions on
441 the Executive Council, the Past President shall submit the list of candidates as it
442 may be so amended, along with short biographies of any newly added candidates,
443 to the members no less than thirty (30) days before the annual meeting of the
444 members in the manner hereinbefore provided in Article III, Section 4. Executive
445 Council members shall be elected by a plurality of the votes cast by the members.
446 In the event of a tied election, the Executive Council would vote to break the tie. If
447 that vote is also tied, the Executive Committee would vote to break the tie.

448
449 Section 4. Resignation. Any Executive Councilor may resign at any time by
450 submitting written notice to the President or the Secretary-Treasurer. Such
451 resignation shall take effect at the time specified therein but in no event prior to
452 being submitted and, unless otherwise specified therein, acceptance of such
453 resignation shall not be necessary in order for it to be effective.

454
455 Section 5. Removal. Any Executive Councilor may be removed, either with or
456 without cause, by the vote, at any annual or special meeting of the members, of at
457 least two-thirds (2/3rds) of the members present in person or by proxy entitled to
458 vote thereat, after such removal was first proposed by the Executive Council. The

459 proposal to remove a Councilor may be initiated by the Executive Council.
460 Additionally, if at least fifty (50) members entitled to vote at any annual or special
461 meeting of the members propose to the Executive Council the removal of any
462 member of the Executive Council, their removal shall be proposed to the members
463 at the next annual or special meeting for which notice has not yet been sent.
464

465 Section 6. Vacancies on the Executive Council. A vacancy in the office of
466 President shall be filled in the manner set forth in Article V, Section 4. A vacancy
467 in the office of Vice-President shall remain unfilled until the next regular election
468 and until the person so elected takes office. If the office of Past President is
469 vacated for any reason, the office will remain vacant until the next Council election.
470 However, the Executive Council will appoint a Chairperson of the Committee of
471 Nominations, to fulfill those responsibilities of the Past President. Such an
472 appointment shall be filled in the same manner as Executive Council vacancies,
473 as described below. Any other vacancy on the Executive Council caused by death,
474 resignation, disqualification, removal, or any other cause, may be filled by a vote
475 of the majority of the remaining Executive Councilors even if less than a quorum.
476 Each Executive Councilor so chosen must be a paid-up member of AAPOR
477 meeting the qualifications of Article IV, Section 3. They shall hold such office until
478 the expiration of their predecessor's term of office.
479

480 Section 7. Place of Meetings, Offices, and Records. Except as otherwise
481 provided by law, the Executive Council may hold its meetings, have one or more
482 offices, and keep the books and records of AAPOR, at such place or places within
483 or without the State of Delaware as the Executive Council may from time to time
484 determine.
485

486 Section 8. Regular Meetings. The Executive Council shall meet during and at
487 the same place as the Annual Conference of the members. The Executive Council
488 will provide, by resolution, the time and place for holding additional regular
489 meetings. The Executive Council shall meet at least three times per year.
490

491 Section 9. Special Meetings. Special meetings of the Executive Council shall
492 be held whenever called by the President, Vice President or Secretary-Treasurer.
493 Notice of each such meeting shall be sent to each Executive Councilor, addressed
494 to him or her at their usual place of residence or usual place of business at least
495 three (3) calendar days before the day on which the meeting is to be held, or shall
496 be sent to said Executive Councilor by electronic communication, telephone or in-
497 person at least one (1) day before the day on which the meeting is to be held. Each
498 such notice shall state the time and place of the meeting but need not state the
499 purposes thereof, except as otherwise herein expressly provided. Any Executive
500 Councilor attending the meeting may not protest the outcome of any vote the
501 Executive Councilors cast at such meeting regardless of whether properly notified
502 of the meeting by the procedures described above.
503

504 Section 10. Quorum and Manner of Acting. Except as otherwise provided by
505 statute, one half (1/2) of the total number of Executive Councilors shall be required
506 to constitute a quorum for the transaction of business at any meeting, and the act
507 of a majority of the Executive Councilors present at any meeting at which a quorum

508 shall be present shall be the act of the Executive Council. In the absence of a
509 quorum, a majority of Councilors attending may cancel the meeting. Executive
510 Council meetings shall be conducted according to Robert's Rules of Order.

511

512 Section 11. Remuneration. Executive Councilors shall not receive any salary
513 for their services as such, but by resolution of the Executive Council expenses of
514 attendance, if any, may be allowed for attendance at each regular and special
515 meeting of the Executive Council. This section shall not preclude any Executive
516 Councilor from serving AAPOR in any other capacity for which they receive
517 remuneration.

518

519 Section 12. Special Procedures.

520

521 (a) Any action required or permitted to be taken at any meeting of the Executive
522 Council may be taken via conference telephone call or electronic communication
523 if the occurrence of such actions is filed with the minutes or proceedings of the
524 Executive Council.

525

526 (b) Members of the Executive Council may participate in a meeting of the
527 Executive Council by means of conference telephone or similar communications
528 equipment by means of which all persons participating in the meeting can hear
529 each other, and participation in such a meeting shall constitute presence in person
530 at such meeting.

531

532 **Article V** 533 **Officers**

534

535 Section 1. Officers. The officers of AAPOR shall be a President, a Vice
536 President, a Past President, a Secretary-Treasurer, and an Associate Secretary-
537 Treasurer, who shall constitute the Executive Committee of the AAPOR Executive
538 Council. The Executive Committee shall have the authority to act on behalf of
539 AAPOR during the interval between Executive council meetings on time-sensitive
540 matters, provided that a report of actions taken is made to the Executive Council
541 within 10 days of any action. All actions taken by the Executive Committee are
542 subject to change by a vote of the Executive Council.

543

544 Section 2. Other Officers and Agents. AAPOR may have such other officers
545 and agents as may be deemed necessary by the Executive Council. Such other
546 officers and agents shall be appointed in such manner, have such duties and hold
547 their offices for such terms as may be determined by the Executive Council.

548

549 Section 3. The President. The President shall be the chief executive officer of
550 AAPOR and shall be responsible for fulfilling the purposes of AAPOR. They shall
551 serve as Chairperson of the Executive Council and as the official representative of
552 AAPOR in its relations with other organizations and the public. The President shall
553 serve as an ex officio member of all committees.

554

555 Section 4. The Vice President. Except where by law the signature of the
556 President is required, the Vice President shall possess the same power as the

557 President to sign all certificates, contracts, obligations and other instruments on
558 behalf of AAPOR. In the event of the temporary absence or disability of the
559 President, the Vice President shall perform all duties of the President, and when
560 so acting, shall have all the powers of, and be subject to all the restrictions upon,
561 the President. In the event of the removal, resignation, death, or the disqualification
562 of the President, the Vice President shall assume the Office of President for the
563 balance of the current term; at the expiration of such term they shall continue in the
564 office of President as provided in Article IV, Section 2.
565

566 Section 5. The Past President. The Past President shall serve as Chairperson
567 of the Committee on Nominations. In the event of the absence or disability of the
568 President and the Vice President, the Past President shall serve as the official
569 representative of AAPOR in its relations with other organizations and the public.
570

571 Section 6. The Secretary-Treasurer. The Secretary-Treasurer shall oversee the
572 preparation and distribution of minutes of all the proceedings of the meetings of
573 the Members and of the Executive Council to all Council members; they shall also
574 be responsible for communicating with the membership. The Secretary- Treasurer
575 shall keep and disburse the moneys of AAPOR, as limited by these Bylaws, and,
576 as directed by the Executive Council, shall keep correct books of account and shall
577 render to the President and to the Executive Council at the regular meetings
578 thereof, or whenever requested by them, reports of financial transactions by him or
579 her and of the financial condition of AAPOR. The Secretary-Treasurer shall serve
580 as chair of the Finance Committee. The Secretary-Treasurer shall also perform
581 such other duties as shall be assigned to that office by the President or the
582 Executive Council and in general shall perform all duties incident to the office of
583 Secretary.
584

585 Section 7. The Associate Secretary-Treasurer. The Associate Secretary-
586 Treasurer shall perform any portion of the duties of the Secretary-Treasurer, as
587 stated in Section 6, at the request of the Secretary-Treasurer or the Executive
588 Council. They shall serve as associate chair of the Finance Committee. They
589 shall act in place of the Secretary-Treasurer in the event of the absence or disability
590 of the latter.
591

592 **Article VI**
593 **Standing and Ad Hoc Committees**
594

595 Section 1. The Standing Committees. There shall be eight (8) standing
596 committees: Nominations, Membership and Chapter Relations, Conference,
597 Standards, Communications, Education, Inclusion and Equity, and Finance.
598

599 Section 2. The Executive Council shall determine the charge, composition, terms,
600 role of non-members of AAPOR, succession planning, concurrent committee
601 membership, concurrent leadership roles (with the exception of the elected standing
602 committee chairs) , reappointment and/or such other policy considerations that may
603 be required to effectively govern AAPOR. Policies and procedures concerning
604 standing committees, ad hoc committees, task forces, or other groups appointed to
605 accomplish the work of the association adopted by the Executive Council, shall be

606 available on the AAPOR website.

607

608 (a) The Committee on Nominations shall prepare the lists of nominations for the
609 election of Executive Councilors for submission by its Chairperson, as set out in
610 Section 3 of Article IV of these Bylaws.

611

612 (b) The Committee on Membership and Chapter Relations shall have the
613 responsibility of recruiting members and regularly reporting to Council information
614 on membership trends, composition, and retention; it shall be responsible for
615 carrying out activities designed to further membership retention and for other
616 membership matters which may arise. It shall also be responsible for the liaison
617 with local chapters.

618

619 (c) The Conference Committee shall be responsible for planning and
620 organizing the annual conference or conferences of the Members of AAPOR under
621 the direction of the Executive Council.

622

623 (d) The Committee on Standards shall act to improve professional standards in
624 the field of public opinion and survey research and shall be responsible for
625 addressing complaints brought forth by the Members of AAPOR regarding
626 violations of the Code or the Conduct Policy.

627

628 (e) The Committee on Communications shall be responsible for oversight of
629 AAPOR communications strategy. This committee shall establish and maintain
630 relations between AAPOR and the public and shall assist the President and the
631 Executive Council in the dissemination of information relating to public opinion and
632 survey research, and the policies and activities of AAPOR. The Committee shall
633 be responsible for oversight of publications and online content, excluding journals,
634 whether peer-reviewed or not.

635

636 (f) The Education Committee shall have the responsibility for advising the
637 Executive Council on educational and professional development activities, as well
638 as overseeing and causing the implementation of such activities. The Committee
639 will work closely with the Conference Committee.

640

641 (g) Except for the Committee on Nominations, each standing committee shall
642 have a Chairperson and an Associate Chairperson, the Associate Chairperson
643 carrying out the duties of the Chairperson during their temporary absence or
644 disability. The Chairperson of the Committee on Nominations is the Past President
645 and in the event of their absence, disability, death, removal, or resignation the duties
646 of such Chairperson shall be performed by the person selected by the Executive
647 Council pursuant to Article IV, Section 6 of these Bylaws.

648

649 (h) The Finance Committee shall be responsible for oversight of AAPOR
650 investment strategies and policies and revenue development for the Association.

651

652 (i) The Inclusion and Equity Committee shall be responsible for the oversight of
653 AAPOR's inclusion and equity strategies. This committee shall establish,

654 implement, and maintain programs that promote the inclusion of diverse AAPOR
655 members and ensure that members of marginalized groups receive equitable
656 opportunities, recognition, and support within the organization.

657

658 Section 3. Review and Approval of Committee Action. The actions of the eight
659 (8) standing committees and all ad hoc committees, subcommittees, task forces or
660 other groups appointed to accomplish the work of the association shall be subject to
661 the review and approval of the Executive Council.

662

663 Section 4. Manner of Acting. Subject to the directions of the Executive Council,
664 the Chairperson of each standing committee may fix its rules of procedure, fix the
665 time and place, whether within or without the State of Delaware, of its meetings
666 and specify what notice thereof, if any, shall be given.

667

668 Section 5. Representation of the Diversity of AAPOR Membership on
669 Committees. Inasmuch as the success of AAPOR in achieving its goals is deemed
670 to be most achievable through active involvement of its many and diverse
671 members, AAPOR will endeavor to represent the breadth and diversity of its
672 membership in appointments to its Committees. Diversity in this context includes,
673 but is not limited to, diversity in employment, age, sexual preference, religion,
674 chapter vs. non-chapter affiliation, geographical region, race, ethnicity, and gender
675 identity or expression.

676

677 Section 6. Standing and Ad Hoc Committees. Ad Hoc committees include but
678 are not limited to task forces and working groups. Except as otherwise provided in
679 these Bylaws, the Executive Council shall create and may discharge all standing and
680 ad hoc committees, task forces, or other groups appointed to accomplish the work
681 of AAPOR. Except as otherwise provided in these Bylaws, the Council shall appoint
682 the chairs of all committees and approve the appointments of committee members.
683 Such committees, however, are not empowered to exercise any of the powers or
684 authority of the Executive Council. The Chairperson of each such committee may
685 fix its rules of procedure, determine its action and fix the time and place, whether
686 within or without the State of Delaware, of its meetings and specify what notice
687 thereof, if any, shall be given, unless the Executive Council shall otherwise provide.
688 Each committee shall regularly report to a designated member of the Executive
689 Council. The Executive Council may change the members of any such committee
690 at any time, fill vacancies therein, or discharge any such committee with or without
691 cause at any time.

692

693 **Article VII**
694 **Local Chapters**
695

696 Section 1. Upon application to and approval of the Executive Council, Members
697 of AAPOR may organize into local chapters with the aim of furthering the general
698 purposes of AAPOR and shall be given recognition by AAPOR. There cannot be
699 more than one local chapter per area (as determined by Executive Council). The
700 Executive Council may at any time, in its sole discretion, revoke such recognition.
701

702 Section 2. All chapters will have bylaws and other organizational documents
703 that are reasonably consistent with the AAPOR's goals and objectives as
704 determined by Executive Council. AAPOR shall grant to Chapters a conditional,
705 revocable, non-exclusive license to use the name "AAPOR". Chapters are
706 recognized by AAPOR and acknowledged to be separate organizations. As such,
707 AAPOR bears no liability for actions of Local Chapters or their obligations or
708 liabilities and each Local Chapter shall waive, release, and indemnify and hold
709 AAPOR harmless from and against any and all loss, claim, or liability that might
710 arise in connection with its existence and activities. To ensure clarity of
711 understanding and affirmative agreement, each Chapter will sign an agreement
712 acknowledging acceptance of this Article and other appropriate matters governing
713 the relationship between AAPOR and such Chapter.
714

715 Section 3. Officers in officially recognized local Chapters must be paid-up
716 members of AAPOR. Local Chapter members need not be members of AAPOR.
717

718 Section 4. All AAPOR Chapter members must adopt the AAPOR Conduct
719 Policy and the AAPOR Code of Professional Ethics and Practices as conditions of
720 Chapter membership.
721

722 Section 5. Executive Council liaison to Local Chapters will be the Chair of the
723 Membership and Chapter Relations Committee.
724

725 Section 6. Local Chapters shall not, except with the express approval of the
726 Executive Council, make any public statement or enter into any contracts on behalf
727 of AAPOR or in any manner represent, obligate or legally bind AAPOR. Local
728 Chapters shall not take any action contrary to the policies and purposes of AAPOR.
729

730 **Article VIII**
731 **Conferences and Other Events**
732

733 Section 1. Annual Conference. The Executive Council shall in May, or at
734 such other time as it may from time to time determine, in each year convene an
735 Annual Conference of the Members of AAPOR.. Each Annual Conference shall be
736 held at such place within or without the State of Delaware as shall be fixed by the
737 Executive Council.
738

739 Section 2. Other Events. Other events may be conducted by AAPOR with
740 the prior approval of Executive Council. The events must be consistent with the
741 objectives of AAPOR and not conflict with the Annual Conference or the Advisory
742 Business Meeting.

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Article IX
The Code of Professional Ethics and Practices
and the Conduct Policy

The goals of AAPOR are to support sound and ethical practices in the conduct of public opinion and survey research and in the use of such research for policy and decision-making in the public and private sectors, as well as to improve public understanding of public opinion and survey research methods and the proper use of survey research results. Additionally, AAPOR is committed to providing a safe and welcoming environment for everyone attending or associated with our events and activities and to providing an environment that is free from harassment and discrimination.

To that end, AAPOR has a written the Code of Professional Ethics and Practices (“The Code”) and the Conduct Policy. Members must confirm their agreement with these annually, at the time of membership renewal.

As the Code and Conduct Policy are living documents, the Standards committee will review them at least every five years to keep them current with changing environmental circumstances. Suggested Code or Conduct Policy revisions will be presented by the Standards Committee to Council. Revisions as then agreed to by Council, along with the rationale for them, will be presented to the membership for its approval by way of a ballot. Approval will require a majority of those voting and at least 25% of eligible voters must vote.

Article X
Dues

The Executive Council shall from time to time determine annual dues to be paid by Members and the manner and time of assessment and collection thereof provided, however, the dues to be paid by Student Members shall not be more than one half (1/2) the dues to be paid by Regular Members.

Article XI
Financial Transactions

Section 1. Orders for the Payment of Money and Contracts. Except as aforesaid or as specifically authorized by the Executive Council, all checks, drafts, or bills of exchange, or other orders for the payment of money issued in the name of AAPOR shall be signed on behalf of AAPOR by either the President, the Vice President or the Secretary-Treasurer. Except as aforesaid or as specifically authorized by the Executive Council, no officer, agent, or employee shall have any power or authority to bind AAPOR by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loan or advance shall be contracted on behalf of AAPOR, and no negotiable instrument shall be issued in its name, unless authorized by the Executive Council. Loans and advances so authorized by the Executive Council may be effected at any time for AAPOR from any bank, trust company or other

792 institution, or from any firm, corporation or individual. All bonds, notes and other
793 obligations or evidences of indebtedness of AAPOR issued for such loans and
794 advances shall be made, executed, and delivered by two persons, one of whom
795 shall be the President or the Vice President and the other of whom shall be the
796 Secretary-Treasurer. When so authorized by the Executive Council, any and all
797 stocks, securities, and other personal property held or owned by AAPOR may be
798 pledged, hypothecated, and transferred as security for the payment of any and all
799 loans, advances, indebtedness, and liabilities of AAPOR and of the interest
800 thereon, and to that end, necessary endorsements, assignments, and delivery may
801 be made by the President or the Vice President.

802
803 Section 3. Deposits. All funds of AAPOR not otherwise employed shall be
804 deposited in a timely manner to the credit of AAPOR in such banks, trust
805 companies, or other depositories as the Executive Council may select. The
806 Executive Council may make such special rules and regulations with respect to
807 such bank accounts, not inconsistent with the provisions of these Bylaws, as it may
808 deem expedient. For the purpose of deposit and for the purpose of collection for
809 the account of AAPOR, checks, drafts, and other orders for the payment of money
810 which are payable to the order of AAPOR shall be endorsed, assigned and
811 delivered by the President, the Vice President, the Secretary-Treasurer, the
812 Associate Secretary-Treasurer, or by someone or agent specifically authorized by
813 the Executive Council.

814
815 **Article XII**
816 **Fiscal Year & Reporting**
817

818 Section 1. The fiscal year of AAPOR shall be the twelve-month period from
819 January 1 through December 31 unless otherwise determined by the Executive
820 Council.

821
822 Section 2. All financial reporting should be consistent with AAPOR's fiscal
823 year unless otherwise determined by the Executive Council.
824

825 **Article XIII**
826 **Waiver of Notices**
827

828 Whenever any notice whatsoever is required to be given by these Bylaws or by
829 the Certificate of Incorporation or by the laws of the State of Delaware, a waiver
830 thereof in writing, signed by the person or persons entitled to said notice, whether
831 before or after the time stated therein, shall be deemed equivalent thereto.
832

833 **Article XIV**
834 **Amendments**
835

836 These Bylaws may be amended by a vote of a majority of 25% or more of the
837 Members in accordance with the laws of the State of Delaware.
838

839 Executive Council will review the Bylaws at least every five years to determine
840 the need for amendments.