AMERICAN ASSOCIATION FOR PUBLIC OPINION RESEARCH

Incorporated under the Laws of the State of Delaware

ARTICLES OF INCORPORATION

AND

BY-LAWS

(Adopted November 3, 1963;
As Amended July 14, 1967,
April 27, 1979, April 25, 1980,
January 17, 1986, May 15, 2004
and May 17, 2015)
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. 100 West Tenth 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,
including powers to do all things which shall be incidental or pertinent to or growing out of or connected with said objects or purposes, either alone or with one or more associates, provided the same are not inconsistent with the laws of the state of Delaware.

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

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

FIFTH: The conditions of membership of AAPOR and the classes of Members entitled to vote at any annual or special meeting of the Members shall be as provided in the By-Laws of AAPOR.

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

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

SEVENTH: AAPOR is to have perpetual existence.

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

NINTH: The business, property and affairs of AAPOR shall be managed by an Executive Council, except as otherwise provided in the By-Laws of AAPOR. The number of Executive Councilors, their qualifications, the manner of their election, their terms of office and removal therefrom, the number of Executive Councilors necessary to constitute a quorum at meetings of the Executive Council, the place and manner of conduct of their meetings, and the duties and powers of the Executive Councilors shall, subject to the applicable provisions of the laws of the State of Delaware, be as provided in the By-Laws of AAPOR.
In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Executive Council is expressly authorized and empowered:

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

(2) In addition to the powers and authority hereinbefore or by the laws of the State of Delaware expressly conferred upon it, to exercise all such powers and do all such acts and things as may be exercised or done by AAPOR subject to the provisions of the laws of the State of Delaware and the Certificate of Incorporation and By-Laws of AAPOR.

TENTH: Meetings of the Members and of the Executive Council may be held either within or without the State of Delaware and at such place or places, at such time or times and on such notice as shall be provided in the By-Laws of AAPOR. Except as otherwise provided by the laws of the State of Delaware, the books and records of AAPOR may be kept either within or without the State of Delaware and at such place or places as may be from time to time designated by the Executive Council.

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

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

AAPOR shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of AAPOR, or is or was serving at the request of AAPOR as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity,
or arising out of his or her status as such, whether or not he or she is an Associate of AAPOR and whether or not AAPOR would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of the State of Delaware.

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

STUART GOLDMAN [L. S.]
Stuart B. Goldman

CHARLES G. MOERDLER [L. S.]
Charles G. Moerdler

EZRA CORNELL IV [L. S.]
Ezra Cornell IV

STATE OF NEW YORK,
SS:
COUNTY OF NEW YORK,

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

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

CECELIA HILDEBRANDT
Notary Public
Cecelia Hildebrandt
Notary Public, State of New York
No. 24-1794600 - Qual. in Kings County
Certificate filed in New York County
Commission Expires March 30, 1965

[NOTARIAL SEAL]

(FOR CERTIFICATE OF AMENDMENT)

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

By: SEYMOUR SUDMAN [L. S.]
Seymour Sudman
PRESIDENT

ATTEST:
BY: ALBERT E. GOLLIN [L. S.]
Albert E. Gollin
Secretary-Treasurer

STATE OF DELAWARE,
SS:
NEW CASTLE COUNTY,

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

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

LEO J. DUGAN, JR. [L. S.]
Leo J. Dugan, Jr.
Recorder
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 he or she meets the following qualifications:

a) Completes and submits an AAPOR membership application. On that application he or she acknowledges that he or she has read and subscribes to the AAPOR Code of Professional Ethics and Practices (referred to in Article IX of these By-Laws), and hereafter referred to as the Code, and;

b) Remits the appropriate annual dues for his or her membership class as listed on the application and described in Section III.3.

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 will include all membership benefits with the exception of receiving AAPOR peer reviewed journals, which will only be provided via electronic access or offered as a paid option.
Section 3. Hardship Waiver. AAPOR members who are experiencing extreme financial hardship may request the Executive Council to grant a one-year waiver of their membership dues. If granted, the member retains his or her rights as a member during that waiver period.

Section 4. Duration of Membership. A member shall continue as such as long as annual dues are paid, or subject to a hardship extension being granted, and until withdrawal, death, or termination or suspension of his or her membership as hereafter provided. The membership of any Member may be terminated by the Secretary-Treasurer if such Member has not paid his or her dues within six (6) months from the assessment thereof.

Section 5. Membership Termination and Suspension. Membership that has been terminated or suspended because of non-payment of dues will be reinstated when the appropriate dues are paid, providing he or she has not been terminated for other reasons stated hereinafter.

The Executive Council may suspend or terminate a Member's membership status for a violation of the AAPOR Code under the following conditions:

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

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

Article III
Meetings of Members

Section 1. Annual Meeting. The annual meeting of the Members will be held at an announced time and place during the Annual Conference. The annual meeting will be used to: (a) announce the winners of the election of Executive Councilors that has been held according to Article IV, Section 3; (b) transact other business for consideration of all members as listed on the agenda prepared by the Executive Council and distributed by the Secretary-Treasurer; and (c) discuss business suggested by AAPOR Members. An official record of the annual meeting will be presented by the Secretary-Treasurer in AAPOR publications including Public Opinion Quarterly, the official AAPOR website, and other appropriate communications media.

Section 2. Special Meetings. A special meeting of the Members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by order of the Executive Council at any time and shall be called upon the request of at least one-hundred fifty (150) Members entitled to vote thereat.
The request for a special meeting may be announced and approved through appropriate communications media such as electronic communication or postal mail.

Section 3. **Place of Meeting.** Each meeting of the Members of AAPOR shall be held at such place within or without the State of Delaware as shall be fixed by the Executive Council.

Section 4. **Notice of Meetings, Proxies.** Notice of each meeting of the Members, whether annual or special, shall be given to each Member entitled to vote thereat, stating the purposes thereof and every matter to be voted thereon together with a proxy enabling each such Member to vote either for or against every such matter, not less than fifteen (15) nor more than forty (40) days before the day on which the meeting is to be held, by delivering a notice thereof to such Member personally by preferred communication method such as electronic communication or mail as furnished by the Member to the Secretary-Treasurer for such purpose or, if any Member's address shall not have been furnished to the Secretary-Treasurer for such purpose, then at that post office or email address last known to the Secretary-Treasurer. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the mail postage pre-paid and addressed as set forth above in this section.

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

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

Section 7. **List of Members.** It shall be the duty of the Secretary-Treasurer, or other Officer of AAPOR authorized by the Executive Council to have charge of its books, to prepare and make, at least ten (10) days before every announcement of a vote or meeting of the Members, a complete list of the Members entitled to vote. Such list shall be open to the examination of any Member on the AAPOR website or by telephone or mail request, for a period of at least ten (10) days prior to the meeting, at the AAPOR administrative office. The most current AAPOR membership list shall be produced and available at the time and place of said
meeting during the whole time thereof and subject to the inspection of any Member who shall be present thereat.

Article IV
Executive Council

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

Section 2. Composition and Terms of Office. The Executive Council shall be composed of the President, the Vice President, the Secretary-Treasurer, the Associate Secretary-Treasurer, the Chairpersons and the Associate Chairpersons of the Membership and Chapter Relations Committee, the Conference Committee, the Standards Committee, the Education Committee and the Communications Committee, the Past President and two Councilors-at-Large.

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

The Vice President shall have a term of office of one year, at the end of which he or she shall become President. The President shall have a term of office of one year, at the end of which he or she shall become Past President. The Past President serves as Chairperson of the Committee on Nominations and shall have a term of office of one year.

The Associate Secretary-Treasurer shall have a term of office of one year, at the end of which he or she shall become Secretary-Treasurer. The Secretary-Treasurer shall have a term of office of one year.

The Associate Chairperson of the Membership and Chapter Relations Committee, Conference Committee, Standards Committee, Education Committee and Communications Committee, shall have a term of office of one year, at the end of which he or she shall become Chairperson of the particular Committee of which he or she was Associate Chairperson. The Chairperson for each of these five committees shall have a term of office of one year.

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

Each person elected to the Executive Council shall take office fifty (50) days after his or her election or at the convening of the next Annual Conference, whichever first occurs, and shall hold office until the expiration of his or her term of
office, or until his or her death, or until he or she shall resign, or until he or she shall have been removed, whichever first occurs.

Section 3. Nominations and Elections. All candidates for Executive Council positions must be paid-up members of AAPOR. Student members are not eligible to hold Executive Council positions. No person can be made a candidate without his or her prior consent. No person can be made a candidate for more than one office. Members of the Committee on Nominations are not eligible for nomination by said committee.

The nominations committee will consist of a minimum of five members appointed by the Past President, who shall chair the committee. The committee composition shall reflect the breadth and diversity of AAPOR membership.

In odd-numbered years the candidates for Vice-President/President-Elect will be restricted to members from commercial organizations and the candidates for Associate Conference Chairperson and Councilor-at-Large will be restricted to members from non-commercial (e.g., government, university, and/or non-profit) organizations. In even-numbered years, the opposite restrictions will apply so that officers in these positions rotate each year between commercial and noncommercial organizations. No restrictions of this nature apply to candidates for other offices.

The Past President, acting as Chairperson of the Committee on Nominations and on its behalf, shall submit to the members entitled to vote the names and short biographies of two candidates nominated for each Executive Council position to be filled by election. All such nominations shall have been previously approved by the Executive Council. The submission of names of candidates to the members entitled to vote shall be not more than ninety (90) nor less than sixty (60) days before the annual meeting of the members and shall be in the manner provided for notice of meetings in Article III, Section 4 of these By-Laws. The Past President may, at his or her option, prior to the preparation of the nominations, poll the members for suggested nominations.

Upon receipt of the names of the candidates submitted by the Past President, any group of at least twenty-five (25) members entitled to vote may nominate another candidate or candidates by so notifying in writing the Past President within fourteen (14) days after the delivery or mailing of such names by the Past President. Thereafter, and subject to the approval of the Executive Council, which has final responsibility for determining candidates to be nominated for positions on the Executive Council, the Past President shall submit the list of candidates as it may be so amended, along with short biographies of any newly added candidates, to the members in the manner hereinbefore provided in Article III, Section 4. Executive Council members shall be elected by a plurality of the votes cast by the members. In the event of a tied election, the Executive Council would vote to break the tie.
Section 4. Resignation. Any Executive Councillor may resign at any time by submitting written notice to the President or the Secretary-Treasurer. Such resignation shall take effect at the time specified therein but in no event prior to being submitted and, unless otherwise specified therein, acceptance of such resignation shall not be necessary in order for it to be effective.

Section 5. Removal. Any Executive Councillor may be removed, either with or without cause, by the vote, at any annual or special meeting of the members, of at least two-thirds (2/3rds) of the members present in person or by proxy entitled to vote thereat, after such removal was first proposed by the Executive Council. If at least fifty (50) members entitled to vote at any annual or special meeting of the members propose to the Executive Council the removal of any member of the Executive Council, his or her removal shall be proposed to the members at the next annual or special meeting for which notice has not yet been sent.

Section 6. Vacancies on the Executive Council. Any vacancy in the office of President shall be filled in the manner set forth in Article V, Section 4. The office of Chairperson of the Committee on Nominations, but not the office of Past President, shall be filled in the manner set forth in this section. The office of Vice-President shall remain unfilled until the next regular election and until the person so elected takes office. Any other vacancy on the Executive Council caused by death, resignation, disqualification, removal, or any other cause, may be filled by a vote of the majority of the remaining Executive Councillors even if less than a quorum. Each Executive Councillor so chosen must be a paid-up member of AAPOR meeting the qualifications of Article IV, Section 3. He or she shall hold such office until the expiration of his or her predecessor's term of office.

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

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

Section 9. Special Meetings. Special meetings of the Executive Council shall be held whenever called by the President, Vice President or Secretary-Treasurer. Notice of each such meeting shall be sent by postal mail to each Executive Councillor, addressed to him or her at his or her usual place of residence or usual place of business at least three (3) calendar days before the day on which the meeting is to be held, or shall be sent to said Executive Councillor at such place by electronic communication, telephone or in-person at least one (1) day before the day on which the meeting is to be held. Each such notice shall state the time and
place of the meeting but need not state the purposes thereof, except as otherwise herein expressly provided. Any irregularities in the manner of giving or the failure to give notice will be deemed waived by an Executive Councilor attending the meeting without protest and any such vote of Executive Councilors cast at such meeting shall be valid.

Section 10. Quorum and Manner of Acting. Except as otherwise provided by statute, one half (1/2) of the total number of Executive Councilors, but not less than two (2), shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Executive Councilors present at any meeting at which a quorum shall be present shall be the act of the Executive Council. In the absence of a quorum, a majority of the Executive Councilors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given. Executive Council meetings shall be conducted according to Robert's Rules of Order.

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

Section 12. Special Procedures.

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

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

Article V
Officers

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

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

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

Section 4. The Vice President. Except where by law the signature of the President is required, the Vice President shall possess the same power as the President to sign all certificates, contracts, obligations and other instruments on behalf of AAPOR. In the event of the temporary absence or disability of the President, the Vice President shall perform all duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. In the event of the removal, resignation, death, or the disqualification of the President, the Vice President shall assume the Office of President for the balance of the current term; at the expiration of such term he or she shall continue in the office of President as provided in Article IV, Section 2.

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

Section 6. The Secretary-Treasurer. The Secretary-Treasurer shall oversee the preparation and distribution of minutes of all the proceedings of the meetings of the Members and of the Executive Council to all Council members; he or she shall also be responsible for communicating with the membership. The Secretary-Treasurer shall keep and disburse the moneys of AAPOR, as limited by these By-Laws and as directed by the Executive Council, shall keep correct books of account, shall render to the President and to the Executive Council at the regular meetings thereof, or whenever requested by them, reports of financial transactions by him or her and of the financial condition of AAPOR. The Secretary-Treasurer shall also perform such other duties as shall be assigned to that office by the President or the Executive Council and in general shall perform all duties incident to the office of Secretary.

Section 7. The Associate Secretary-Treasurer. The Associate Secretary-Treasurer shall perform any portion of the duties of the Secretary-Treasurer, as stated in Section 6, at the request of the Secretary-Treasurer or the Executive
Council. He or she shall act in place of the Secretary-Treasurer in the event of the absence or disability of the latter.

Article VI
Standing and Ad Hoc Committees

Section 1. The Standing Committees. There shall be six (6) standing committees: Nominations, Membership and Chapter Relations, Conference, Standards, Communications and the Education Committee.

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

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

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

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

(d) The Committee on Standards, shall act to improve professional standards in the field of public opinion and survey research.

(e) The Committee on Communications shall be responsible for oversight of AAPOR communications strategy. This committee shall establish and maintain relations between AAPOR and the public and shall assist the President and the Executive Council in the dissemination of information relating to public opinion and survey research, and the policies and activities of AAPOR. The Committee shall be responsible for oversight of publications and online content, excluding journals, whether peer-reviewed or not.
(f) The Education Committee shall have the responsibility for advising the Executive Council on educational and professional development activities, as well as overseeing and causing the implementation of such activities. The Committee will work closely with the Conference Committee.

(g) Except for the Committee on Nominations, each standing committee shall have a Chairperson and an Associate Chairperson, the Associate Chairperson carrying out the duties of the Chairperson during his or her temporary absence or disability. The Chairperson of the Committee on Nominations is the Past President and in the event of his or her absence, disability, death, removal, or resignation the duties of such Chairperson shall be performed by the person selected by the Executive Council pursuant to Article IV, Section 6 of these By-Laws.

Section 3. **Review and Approval of Committee Action.** The actions of the six (6) standing committees and all ad hoc committees, subcommittees, task forces or other groups appointed to accomplish the work of the association shall be subject to the review and approval of the Executive Council.

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

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

Section 6. **Ad Hoc Committees** Except as otherwise provided in these Bylaws, the Executive Council shall create and may discharge all ad hoc committees, subcommittees, task forces or other groups appointed to accomplish the work of AAPOR. Except as otherwise provided in these Bylaws, the Council shall appoint the chairs of all committees and approve the appointments of committee members. Such committees, however, are not empowered to exercise any of the powers or authority of the Executive Council. The Chairperson of each such committee may fix its rules of procedure, determine its action and fix the time and place, whether within or without the State of Delaware, of its meetings and specify what notice thereof, if any, shall be given, unless the Executive Council shall otherwise provide. The Executive Council may change the members of any such committee at any time, fill vacancies therein or discharge any such committee with or without cause at any time.
Article VII  
Local Chapters

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

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

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

Section 4. All AAPOR Chapter members must adopt the AAPOR Code of Professional Ethics and Practices as a condition of Chapter membership.

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

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

Article VIII  
Conferences and Other Events

Section 1. Annual Conference. The Executive Council shall in May, or at such other time as it may from time to time determine, in each year convene an Annual Conference of the Members of AAPOR. Place of Annual Conference. Each Annual Conference shall be held at such place within or without the State of Delaware as shall be fixed by the Executive Council.
Section 2. **Advisory Business Meeting.** At each Annual Conference, the Executive Council shall convene an Advisory Business Meeting of the Members for the purpose of reviewing the past year's activities and discussing future actions of AAPOR.

Section 3. **Other Events.** Other events may be conducted by AAPOR with the prior approval of Executive Council. The events must be consistent with the objectives of AAPOR and not conflict with the Annual Conference or the Advisory Business Meeting.

**Article IX**

**The Code**

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.

To that end, AAPOR has a written Code of Professional Ethics and Practices. Members must sign annually, at the time of membership renewal, on the Code.

As the Code is a living document, the Standards committee will review it at least every five years to keep it current with changing environmental circumstances. Suggested Code 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 institution, or from any firm, corporation or individual. All bonds, notes and other obligations or evidences of indebtedness of AAPOR issued for such loans and advances shall be made, executed and delivered by two persons, one of whom shall be the President or the Vice President and the other of whom shall be the Secretary-Treasurer. When so authorized by the Executive Council, any and all stocks, securities and other personal property held or owned by AAPOR may be pledged, hypothecated and transferred as security for the payment of any and all loans, advances, indebtedness and liabilities of AAPOR and of the interest thereon, and to that end necessary endorsements, assignments, and delivery may be made by the President or the Vice President.

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

Article XII
Fiscal Year & Reporting

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

Section 2. All financial reporting should be consistent with AAPOR’s fiscal year unless otherwise determined by the Executive Council.

Article XIII
Waiver of Notices

Whenever any notice whatsoever is required to be given by these By-Laws or by the Certificate of Incorporation or by the laws of the State of Delaware, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.
Article XIV
Amendments

These By-Laws may be amended by a vote of a majority of the Members in accordance with the laws of the State of Delaware and these By-Laws.

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