

**BYLAWS OF THE  
DELAWARE COALITION FOR OPEN GOVERNMENT, INC.  
Revised and Amended 12 September 2011**

**ARTICLE I: NAME and DESCRIPTION**

**Section 1.** The name of this organization shall be "Delaware Coalition for Open Government," abbreviated as DELCOG.

**Section 2.** The organization is designated a voluntary, non-profit Corporation. It is an accepted affiliate of the National Freedom of Information Coalition (NFOIC).

**Section 3.** The corporation shall have and maintain in the State of Delaware a registered office, and a registered agent whose office is identical with such registered office, as required by the Delaware General Corporation Law. The registered office may be, but need not be identical with the principal office in the State of Delaware. Change of address of the registered office may be authorized only by the Board of Directors.

**ARTICLE II: MEMBERSHIP**

**Section 1.** Membership in DELCOG shall be open to all who believe that a government of the people, by the people and for the people, also should be open to the people.

**Section 2.** Application for membership in DELCOG shall be accompanied by requisite dues for the current fiscal year, sent to the Treasurer.

**ARTICLE III: BOARD OF DIRECTORS**

**Section 1.** The affairs of this corporation shall be conducted and managed by a Board of Directors, hereinafter referred to as the Board.

**Section 2.** The number of Directors shall be determined by the Board, but at no time shall exceed 20 members.

**Section 3.** The Board shall consist of 1) the elected officers, 2) all other Directors, and 3) members of the Advisory Board (when convened), which is to consist of those appointed to serve. No Director shall hold more than one elected office simultaneously.

**Section 4.** Directors, whether elected or appointed, will serve two-year terms. If a Director is elected or appointed to fill a vacancy, the term will conclude at the end of the year in which the next election of officers is held.

**Section 5.** The Board shall be empowered to act between meetings of the organization to recommend additional policies and to make decisions necessary to expedite matters of particular importance and immediacy.

**Section 6.** Members of the Board shall receive no compensation for services rendered as such.

**Section 7.** Any member of the Board may resign by delivering a written resignation to the Secretary.

**Section 8.** Any member of the Board may be removed when, in the opinion of the Board, such removal is justified, by the affirmation vote of two-thirds of the entire Board at any meeting called for that purpose, provided that such member first shall have been served with written notice of the alleged justification for such action and shall have been given the opportunity to be heard at the meeting at which such vote is taken.

**Section 9.** Any member missing three (3) regularly scheduled meetings of the Board in a fiscal year without an excused absence may be removed from the Board. In the event of such removal, the President shall give such removed member notice of removal. A removed Board member wishing to be reinstated, may request reinstatement in writing to the President within thirty (30) days from such notice, and the Board shall consider said request at its next regularly scheduled meeting or at a special meeting called for that purpose. If two-thirds of the Board members present and voting agree to such reinstatement, then the Board member shall be reinstated; otherwise, removal shall become final and the Board shall fill the vacancy as provided by these Bylaws.

**Section 10.** In the event of a vacancy during a term, a successor shall be appointed by the president and approved by a majority vote of the Directors to fill out the existing term.

**Section 11.** An Executive Committee of the Board will consist of the President, the Vice President, the Secretary and the Treasurer, who all shall be members of the Corporation Board. The Executive Committee shall exercise such powers as the Board may delegate to it, and the Board may modify the scope of such powers at any time.

**Section 12.** The President is empowered to call meetings of the Executive Committee. A meeting of the Executive Committee also may be called by any two other members of the Committee for the purpose of exercising the Committee's proper authority.

**Section 13.** The Board may authorize the employment of such salaried staff as it deems necessary and proper. The Board shall set the conditions and salaries of such employees, or it may delegate such authority to any officer or employee of the corporation.

**ARTICLE IV: ELECTION OF OFFICERS**

**Section 1.** A President, Vice President, Secretary and Treasurer shall be elected to two-year terms by vote of the membership in odd years, and the term of office shall be the same as the calendar year.

**Section 2.** A Nominating Committee shall be appointed by the Board in odd years to function for the elections to be held in the fall of that same year prior to and the results to be announced at the Annual Meeting held in November. It shall be composed of at least one past president of DELCOG, the total number appointed to be three. The Committee shall present a slate of candidates for each office; other nominations may be made by written notification provided that the nominee has given permission to be named.

**Section 3.** Unless there is only one nominee, the elections shall be by ballot and shall require a plurality vote.

**Section 4.** The term of office shall be two years for all officers and shall begin in January of the calendar year following the election.

**ARTICLE V: DUTIES OF OFFICERS**

**Section 1.** No officer shall serve more than three (3) consecutive terms in the same office.

**Section 2.** The President shall preside at all meetings and shall issue all official calls for such meetings. S/he shall appoint the Directors and, where necessary, Co-Directors but not the chairperson of the Nominating Committee. The President shall serve *ex officio* to all committees.

**Section 3.** The Vice President shall perform the duties of the President in cases of absence.

**Section 4.** In the event of the resignation, removal or incapacitation of the President, the Vice President shall succeed to the office of President for the duration of the existing term. In the event the offices of both President and Vice President become vacant or the office holders become incapacitated at the same time, the Board shall fill both offices by a majority vote.

**Section 5.** The Secretary shall take the minutes of all meetings of DELCOG and meetings of its Board.

**Section 6.** The Treasurer shall receive and deposit all monies belonging to DELCOG; disburse funds only upon receipt of original bills accompanied by properly executed vouchers; keep an itemized accounting of receipts and disbursements and present written reports to the Board at each meeting; present at the annual meeting an informally, independently audited report and place it on file with the secretary for inclusion in the minutes of that meeting; furnish such bond as the Board may require, the cost to be defrayed by DPA.

**Section 7.** The Parliamentarian shall advise the presiding officer on questions of parliamentary law and procedure, thus helping to safeguard the rights and privileges of all members equally, and to help transact the business of DELCOG legally and efficiently. The Parliamentarian may vote upon any and all questions.

**Section 8.** Each officer responsible for an activity that requires expenditure of funds in excess of \$100 annually shall submit a budget to the Board for approval at the January board meeting or as soon thereafter as possible.

**Section 9.** The Board shall establish such Standing Committees as it deems necessary to carry out the purposes of the Corporation. Such committees include but are not limited to: Legislation, Membership, Programs/Education, Publicity.

**Section 10.** The President is authorized to appoint and assign duties to ad hoc committees, which the President, from time to time, deems necessary.

**Section 11.** Each officer shall relinquish all files and records to his/her successor at the December board meeting following the election.

**ARTICLE VI: MEETINGS OF THE DIRECTORS**

**Section 1.** Regular meetings of the Board shall be held at such place and times as established by the Board. Special meetings shall be held whenever called by the President or by one-third of the Board in writing. The Board shall keep minutes of its meetings and a full account of its transactions.

**Section 2.** Notice in writing of the place, date and time of every regular and special meeting of the Board shall be given not later than three days before the date set for the meeting. No notice need be given to any Board member who waives such notice in writing either before or after the meeting.

**Section 3.** A majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at every meeting of the Board. If at any meeting there is less than a quorum present, a majority of those present may, without notice, adjourn the meeting until a quorum is present.

**Section 4.** Board meetings may also be conducted using electronic means of communication (e.g. Skype, conference call, etc.) as long as all Board members have been notified in advance, arrangements for participation have been made to be inclusive, and a quorum is expected to participate.

**Section 5.** Any member of the Board may give his/her proxy to any other member of the Board, providing such proxy is given in writing and presented at the board meeting. The proxy will be good only for the specific meeting noted in the written statement. Although the proxy may be used in obtaining a quorum and in voting on questions coming before the Board, the Board member issuing the proxy will be counted as being absent unless physically present at the meeting.

**Section 6.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board.

**Section 7.** To facilitate prompt decision making between Board meetings when delay seems inadvisable, an electronic vote of Board members may be taken using the following procedure: (a) the President deems a prompt decision is necessary; (b) sufficient background information is supplied to Board members to enable them to cast an informed vote; (c) Board members must send their electronic yea or nay vote to all Board members; (d) a majority of the Board must vote affirmatively for the proposed action to be approved; (e) Board members who do not have access to electronic mail must be polled by telephone or in person with background information having been supplied; (f) the vote, either yea or nay, shall be re-affirmed for recording purposes in the minutes, at the next Board meeting.

**Section 8.** Except as otherwise provided in the Articles of Incorporation of these Bylaws, all meetings of the Corporation shall be held in accordance with the latest revision of Robert's Rules of Order.

**Section 9.** All meetings of the corporation shall be open to the public, except as provided herein. The Board may hold a closed session during any Regular or Special Meeting. The purpose of such a closed session having been stated, a majority of the members of the Board must vote in open session to close the meeting. The vote shall be recorded in the minutes. Closed session may be held only for discussion of corporation business and all voting on corporation business must take place in open session, and the results of such voting shall be recorded in the minutes. Every effort should be made to identify the need to hold a closed session in advance of the meeting and to so indicate on the meeting notice. The board may hold a closed session to discuss the following: (a) personnel matters; (b) potential or actual property transactions; (c) pending or potential matters of litigation; (d) bona fide and lawful charitable contributions when anonymity has been requested by the contributor; (e) removal of officers, board members or committee members; and (f) such other confidential matters that the board determines, upon advice of counsel, warrant discussion in closed session.

#### **ARTICLE VII: ADVISORY COUNCIL**

**Section 1.** From time to time under such conditions as the Board deems appropriate, the Board may appoint to an Advisory Council persons who have demonstrated their commitment to the purposes of the corporation.

**Section 2.** Members of the Advisory Council shall not vote on corporation Board matters, but shall have such duties and powers as are set by the Board.

#### **ARTICLE VIII: MEETINGS OF THE MEMBERSHIP**

**Section 1.** General membership meetings of DELCOG shall be held at such time agreed to by the officers. Notice of time and place of such meetings is to be issued by the President at least two weeks in advance.

**Section 2.** Special meetings of the DELCOG membership may be called by the President or by any three members of the Board.

**Section 3.** The Annual Meeting shall be held in conjunction with the November meeting of the Board.

**Section 4.** Ten members shall constitute a quorum in order that business legally can be transacted at regular business meetings.

#### **ARTICLE IX: PURPOSE**

**Section 1.** The purpose of this corporation shall be as set forth in the DELCOG Mission Statement: The Delaware Coalition for Open Government is committed to promoting and defending the people's right to transparency and accountability in government. We serve as a resource through education and advocacy, and we work to strengthen Delaware's Freedom of Information Act, its application, and its enforcement.

#### **ARTICLE X: MISCELLANEOUS**

**Section 1.** The fiscal year of this corporation shall begin on the first day of January in each year.

**Section 2.** All checks and notes of this corporation shall be signed by such officers, employee or employees as the Board shall from time to time designate. No checks shall be signed in blank.

**Section 3.** No Director of the corporation shall be personally liable to the corporation for monetary damages for an act or omission in the Director's capacity as Director, except that this paragraph does not eliminate or limit the liability of Director for (1) a breach of a Director's duty of loyalty to the corporation, (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, (4) an act or omission for which the liability of a Director is expressly provided for by statute, or (5) an act related to an unlawful corporate distribution. Neither the amendment nor repeal of this paragraph shall eliminate or reduce the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph, would accrue or arise, prior to such amendment or repeal. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or

limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended from time to time.

**Section 4.** The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (whether or not by or in the right of the corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the fullest extent permitted by either (1) any applicable law in effect on the date of incorporation or (2) any law which becomes effective during the existence of the corporation and which is applicable to it, including, but not limited to, and in accordance with the Delaware General Corporation Law, as such law now exists or may hereafter be amended.

**ARTICLE XI: IRREVOCABLE DEDICATION, DISSOLUTION AND REVERSION**

**Section 1.** DELCOG is a not-for-profit corporation. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof.

**Section 2.** Should the corporation cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Board.

**ARTICLE XII AMENDMENTS**

**Section 1.** Any member of the organization may propose an amendment to repeal or change any provision contained in these Bylaws or to add new provisions at any meeting of the Board at which notice of the substance of the proposed amendment shall have been given with the notice of the meeting, provided that such notice shall have been given not less than ten (10) or more than forty-five (45) days in advance. Such amendment (repeal, change or addition) shall become effective upon approval thereof by action of a two-thirds majority vote of the Board, except that there shall be no provision herein that would be contrary to the purpose of this corporation as set forth in Article THIRD of the Articles of Incorporation.

Adopted by the Board of Directors of the Delaware Coalition for Open Government, Inc. this 26th day of September, 2006. Amended on 3 August 2009. Amended on 12 September 2011.

Attest: John D. Flaherty

Title: President