

**2011 IFD&TC Annual Meeting**

**May 16, 2011, 4:45pm, Scottsdale, AZ**

**Attendance: 44 of 241 IFD&TC Registered Attendees**

**Facilitated by IFD&TC Advisory Committee, Tim Gabel, RTI International; Michael Gerling, USDA/NASS;  
Cheryl Weise, University of Michigan**

**AGENDA (As announced in the 2011 IFD&TC Program Schedule):**

- **Bylaws**
- **Charter Revisions**
- **Election of 2012 Organizers and Co-treasurer**
- **Treasurer's Report**
- **Minutes of the 2010 Annual Meeting**
- **Other**

Tim Gabel, Advisory Committee member called the meeting to order. Tim welcomed attendees to the IFD&TC 2011 Annual Meeting and provided a brief background on the proposed changes to the IFD&TC Charter and development of IFD&TC proposed bylaws (please refer to the 2010 Annual Meeting minutes, and 2011 Conference Call notes on IFD&TC website @ [www.ifdetc.org](http://www.ifdetc.org) for further details on charter groups, process and recommendations). Tim then turned the meeting over to Michael Gerling, USDA/NASS who introduced Grant Benson and Cheryl Wiese from the University of Michigan.

**Bylaws & Charter Revisions:**

Grant Benson and Cheryl Wiese presented an overview of draft bylaws and subsequent changes to the IFD&TC Charter for discussion (please see attached document for details). The ensuing discussion centered around more than one person from an organization being on the organizing team (Board of Directors) during the same period of time, and the omission of language in the proposed bylaws addressing this topic. The heart of the discussion was to be sure no one group had undue influence on the proceedings or programs of the IFD&TC. Two prospective drafts of this issue were proposed and are included herein, .1) "The ensuing discussion centered around issues that might arise when more than one person from an organization serves on the organizing team (Board of Directors) during the same period of time, and the omission of language in the proposed bylaws addressing this topic." 2.) "To the extent possible, the Board of Directors shall be comprised of a diversified group of individuals, including members of shops of all size." It was agreed upon by discussants that wording could be reviewed; recommendations made and protocol followed to amend the proposed bylaws rather than not voting on the bylaws at this meeting. With this discussion in mind, a motion was made by Chris Corey, RAND Corporation, and seconded by Bill Connett, University of Michigan to approve the IFD&TC Bylaws as presented. Motion approved. Motion was made by John Stevenson, University of Wisconsin; seconded by Kurt Johnson, Penn State University to approve the changes to the IFD&TC Charter. Motion approved.

**Election of 2012 Organizers and Co-treasurer:**

Michael Gerling expressed appreciation and thanks to Grant Benson, University of Michigan, bylaws committee chair and members of the committee, Laural Hill, RAND; Lew Berman, CDC; Marion Schultz, Washington State University and Rick Myles, York University for their time and efforts in developing IFD&TC bylaws. Michael also thanked Rita Thissen, RTI International and Betsy Blunsdon, Deakin University and Academic Survey Australia for their leadership during the past two years. Their insights and follow-through have been very much appreciated.

Michael shared with attendees the criteria for volunteering and being recruited to serve on the Board of Directors and other positions within IFD&TC. "The cycle of selecting organizers is a combination of large shop/small (medium) shop and field and tech. You may volunteer when you register for the conference, or you can e-mail or talk with any current or past organizers. You just need to make sure we know you are interested. Once you have made it known you would like to help on the organizing team, your name is included in a database, so yes, we track who has offered to serve. Not only do we track the names of volunteers, but we also look at organizations that have had people on the organizing team so we can spread the responsibility as wide as possible. Our greatest challenge seems to be small shop tech. Some have served more than once; we've broadened that category to include some large shop folks that have some small shops in their organizations. Anyway, the rotation can take some time, but we do want you to continue to let us know you are willing to help and keep attending the conference as that's also a factor since it's important to know what happens here to have the best view of what we need to do. This is not an exclusive club and we want you to feel a part of all that goes on, but be patient, even if you've volunteered year after year, both the rotation and the organization are factored in so it can take some time before a person might get asked. One more note before we move on to nominations, when you have volunteered and the rotation is right, you will be contacted prior to the conference to allow you time to discuss commitments with your organization to make sure you have their support to serve. So in light of this, let me explain that we have had such conversations this year with two nominees who have already spoken with their organizations to seek support and approval to submit their name for nomination. We also welcome nominations from the floor, and if you do have a nomination then once the person nominated accepts the nomination, we'll take a brief recess, to allow the nominee to speak with their organization to validate support for the nomination. When the nominee (from the floor) has had opportunity to do this then the election of officers will proceed in the normal fashion, i.e. voting by ballot if there is more than one nomination. This being said if there are no questions, we'll proceed with the election of 2012 organizers and co-treasurer."

Nominations opened, with Michael introducing Joshua Seeger, NORC at the University of Chicago, and noting that Joshua had accepted, with support from his organization the nomination for the large shop tech position on the Board of Directors for 2012-2013. Asking for nominations from the floor and hearing none, nominations for large shop tech were closed. Joshua Seeger nomination approved. John Stevenson, University of Wisconsin, with support from his organization accepted the nomination for the small shop field position on the Board of Directors for 2012-2013. Asking for nominations from the floor and hearing none, nominations for small shop field were closed. John Stevenson nomination approved.

Adriana Gonzales of the US Census Bureau accepted the nomination for the co-treasurer position, term of four years. Asking for nominations from the floor and hearing none, nominations for co-treasurer were closed. Adriana Gonzales nomination approved.

Michael Gerling on behalf of Co-treasurers Bill Mockovak, Bureau of Labor Statistics; and Deborah Stempowski, US Census Bureau presented the 2011 Treasurer's report as noted in the 2011 Conference Program Schedule. Asking for questions and noting the report had been approved by the Board of Directors, a motion was made by Merrill Shanks of University of California at Berkeley; and seconded by Thom Allen, Washington State University and Allison Tyler, Iowa State University to approve the treasurer's report. Motion approved.

Minutes of the 2010 IFD&TC Annual Meeting, on page 25 of the 2011 Conference Program Schedule and disseminated to all attendees in the IFD&TC database, were reviewed. Michael asked for questions and/or comments. Hearing none, a motion was made by Coleen Barry-Goodman, Texas Tech University; and seconded by Shirley Huck, Iowa State University to approve the 2010 Annual Meeting Minutes. Motion approved.

Joyce Sweeney, Bureau of Labor Statistics, Co-site Coordinator announced a contract has been signed with the Hilton Orlando Resort Lake Buena Vista, Orlando, FL for the 2012 meetings to be held May 20-May 23, 2012. Site selection will begin shortly in Boston, MA for 2013, and even though AAPOR has signed a contract in Anaheim, CA for 2014, IFD&TC will not start looking there until 2012.

Request for other business was made by Michael Gerling and hearing none, adjourned the meeting.

Respectfully submitted, Rita Koontz, Registration Coordinator, Secretary

*NOTE: These minutes have been reviewed and approved by the IFD&TC Governing Board*

\*\*\*\*\*

Attachment to 2011 IFD&TC Annual Meeting Minutes

## Remarks on the Development of the IFDTC Bylaws and Charter, 2011

The Bylaws committee members were charged with developing bylaws based on the recommendations proposed by the 2009 / 2010 Charter Task Force, and approved by the IFDTC membership in 2010. These bylaws would take existing charter items and restate them as bylaws where appropriate.

The Bylaws committee met at least monthly between August 2010 and February 2011 to review the existing charter as well as the bylaws of the American Association of Public Opinion Research and requirements for not-for-profit incorporation under Virginia statute. Based on this review, the Bylaws committee proposed a revised set of bylaws and charter for the IFDTC at the 2011 IFDTC. The vast majority of the bylaws were taken directly from the previous charter with no provisions deleted. However, the Bylaws committee did propose additional text to either ensure internal consistency or to make the IFDTC bylaws compatible with Virginia not-for-profit (501(c)(3)) requirements.

The changes that were introduced and adopted at the 2011 IFDTC are described below:

### Bylaws

*Section 2.2: The IFD&TC is organized exclusively for educational and scientific purposes. The IFD&TC shall not be operated for the primary purpose of carrying on a trade or business for profit.*

**Remark:** This is a simple statement of the current mission of the IFD&TC and is required for non-for profit status.

#### 4.1.2: Duties

*The Board of Directors is charged with (2) two primary duties: the Duty of Care and the Duty of Loyalty.*

*Duty of Care requires board members to act (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the IFD&TC.*

*Duty of Loyalty requires board members to pursue the IFD&TC's best interest. The Duty of Loyalty prohibits a director from engaging in self-dealing unless there is full disclosure to the board and the transaction is clearly in the IFD&TC's best interest.*

**Remark:** These appear to be requirements for Virginia not-for profit incorporation and besides are reasonable requirements to avoid any potential conflicts of interest.

#### 4.2.3 Terms and Term Limits

*... The term of office of the site chairperson, the treasurer and the registrar/secretary shall be four (4) years with a renewal of an additional four years, staggered so that one person from each pair of offices is elected every two years. There will be an annual election rotation starting with the co-registrar, followed by the co-site coordinator, followed by the other co-registrar, followed by other co-site coordinator. The treasurer rotation will follow the registrar election schedule.*

*... No person shall hold more than one position on the Board of Directors.*

**Remark:** The 2009/2010 Charter Task Force introduced additional officers to the IFD&TC. The bylaws committee sought to establish a rotation schedule to ensure smooth transitions and program consistency.

#### 4.2.4: Qualifications

*To be eligible to stand for election as an officer of IFD&TC, a member must (a) meet the qualifications of membership, and (b) be nominated and have accepted the nomination at the annual Business Meeting.*

**Remark:** This is simply a statement of the obvious, and is designed to ensure that officers are drawn from eligible members.

#### 4.2.5 Resignation, Termination, and Absences

*An incumbent who is elected to another position on the Board of Directors, upon election shall resign his or her former position.*

**Remark:** This recommendation is designed to avoid an unwarranted concentration of power within the IFD&TC.

#### 4.3 Attendance

*4.3.1: In order to uphold the Duty of Care, it is expected that Board members attend all regularly scheduled board meetings.*

*4.3.2: A Board of Directors member who misses three consecutive meetings without notice, shall be deemed to have resigned. The Board of Directors may choose to appoint an interim officer for the remainder of the term, as detailed above in 4.2.5. The minutes should note any absences.*

**Remark:** This recommendation is included to ensure both that elected officers are able to carry out their duties and to ensure continuity for the IFD&TC.

#### 4.4 Board Development

*4.4.1 To ensure that prospective board members are fully prepared to assume their duties, Board of Directors members shall receive copies of the following materials:*

- (1) the Articles of IFD&TC,*
- (2) the Bylaws,*
- (3) the most recent annual report,*
- (4) financial statements including the budget and tax filings of form 990,*
- (5) a list of current board members with complete contact information and committee designations.*

**Remark:** This recommendation is designed to ensure a smooth transition of officers and continuity for the IFD&TC.

#### 4.5 Board Meetings

*In addition to the Annual Meeting, the Board shall meet at least once a year.*

**Remark:** This recommendation was proposed to ensure that the Board met at least once a year to minimally prepare for the annual meeting.

#### 4.6 Quorum and Board Voting

##### 4.6.1 Meeting quorum

*A quorum exists if 2/3 of the members of the board are present for a meeting.*

##### 4.6.2 Voting

*Each member of the Board shall have (1) one vote. An action may be passed by the Board at a meeting through an affirmative vote by the majority of those present.*

**Remark:** This was adopted from the sample Virginia 501(c)(3) bylaws.

#### 5.2.3 Recording Secretary

*Unless otherwise decided by the Board of Directors on an ad hoc basis, the Registrars shall ensure that proper notice is given for meetings, and is responsible for recording and distributing minutes of meetings. In the absence of a Registrar, the Board of Directors shall appoint a person to act as Secretary at a particular meeting by consensus.*

**Remark:** In order to obtain not-for profit status with the Commonwealth of Virginia, meeting notes must be taken and published. To ensure that there was a process for taking notes, this section was inserted.

### 5.2.5 Treasurers

*... The Treasurers shall be responsible for submitting the annual financial report for approval by the Board of Directors. The financial report shall be presented for discussion at the meeting prior to the annual meeting. The financial report shall be approved at the annual meeting.*

*At the end of the term the Treasurer shall deliver to the successor all books, monies, and other property of the IFD&TC then in his or her possession.*

**Remark:** Annual financial reports must be submitted to the Board and made public in order to obtain not-for-profit status with the Commonwealth of Virginia.

## ARTICLE VI – COMMITTEES OF THE BOARD

### 6.1: Finance Committee

*The two treasurers co-chair the Finance Committee, which additionally includes three other Board of Directors members. The three other Board of Director members include the senior Registrar, the senior Site Person, and one senior member of the program committee, appointed by a majority vote of the Board of Directors.*

*The Board of Directors must approve an annual budget. The Finance Committee is responsible for developing and reviewing fiscal procedures on a quarterly basis with staff and other Board of Directors members. Any major change in the budget must be approved by the Board of Directors. The fiscal year shall be defined as specified in Section 11.1. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.*

*6.2 The Board of Directors may create ad-hoc and standing committees as needed, such as fundraising, bylaws, etc, in addition to ad-hoc officers. The Board of Directors appoints all committee chairs through a consensus vote. These additional ad-hoc officers and subcommittees shall be appointed with an explicit charge and established duration by the Board of Directors and must report to the Board of Directors regularly on their activities.*

**Remark:** These sections are taken directly from the sample Virginia bylaws for a 501(c)(3) incorporation. They ensure financial accountability and flexibility for the Board of Directors to establish committees as needed.

## ARTICLE VII – ADVISORY COUNCIL AND CONSULTANTS

*7.1 An Advisory Council and consultants may be appointed at the discretion of the Board of Directors to offer special expertise in the business, legal, or technical aspects associated with survey research. Neither the Advisory Council nor consultants have governing authority but may represent interested parties who have demonstrated expertise or knowledge of the community. Once established, an Advisory Council shall meet at least once per year. Otherwise, Advisory Council members or consultants may be available for consultation on an individual basis.*

**Remark:** This section is consistent with current practices within the IFD&TC.

## ARTICLE VIII – INDEMNITY OF OFFICERS AND DIRECTORS

*8.1 Each person now or hereafter a director or officer of the IFD&TC (and his or her heirs, executors and administrators) shall be indemnified by the IFD&TC to the fullest extent permitted by the laws of the Commonwealth of Virginia (See Va. Code Ann. § 13.1-702) against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a director or officer of the IFD&TC (whether or not he or she is a director or officer at the time such costs or expenses are incurred or imposed upon him or her), except in relation to matters as to which he or she shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his or her duties as such director or officer.*

*8.2 Under Va. Code Ann. §13.1-697, the IFD&TC has the authority to indemnify an officer or director if 1) he or she conducted himself in good faith, and 2) he or she believed in the case of conduct in his or her official capacity with the IFD&TC, that his or her conduct was in its best interests; and in all other cases, that his or her conduct was at least not opposed to its best interests; and in the case of any criminal proceeding, he or she had no reasonable cause to believe his conduct was unlawful.*

*If the determination as to whether a director or officer was guilty of gross negligence or willful misconduct is to be made by the Board, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification*

*shall not be deemed exclusive of any rights to which an officer or director may be entitled by any bylaw, agreement, vote of members, or otherwise. The IFD&TC shall have the authority to purchase suitable policies of indemnification insurance on behalf of its officers, directors, or agents, the premiums for which may be paid out of the assets of the IFD&TC.*

**Remark:** These sections were taken directly from the sample Commonwealth of Virginia not-for profit bylaws. They indemnify all officers as long as he or she acted in good faith and believed the activity was in the best interest of the organization.

#### **ARTICLE IX – CONFLICTS OF INTEREST**

##### **9.1 Conflict Defined**

*A conflict of interest exists when the interests or activities of any director, officer or staff member may be seen as competing with the interests or activities of the IFD&TC; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.*

##### **9.2 Disclosure**

*Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.*

**Remark:** While these are standard sections pulled from the Commonwealth of Virginia not-for profit bylaws, the Bylaws committee believed it was also very helpful to define conflict of interest directly in the bylaws.

#### **ARTICLE X – ACCOUNT BOOKS AND MINUTES**

*10.1 The IFD&TC shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors and Committees. All books and records of the IFD&TC may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time. The minutes will be entrusted to the Registrars and will be posted on the IFD&TC website.*

**Remark:** It is a requirement of the Commonwealth of Virginia that not-for profit organizations post annual budgets and meeting minutes. After discussion with the IFD&TC Board of Directors, we found that the most effective means for accomplishing this would be to post them on the IFD&TC website.

#### **ARTICLE XI – FISCAL YEAR AND AUDIT**

*11.1 The fiscal year of the IFD&TC shall be July 1 through June 30, inclusive. After the close of each fiscal year of the IFD&TC, financial transactions of the IFD&TC for the preceding fiscal year shall be reviewed by certified public accountants, if directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within ninety days after the close of the fiscal year.*

**Remark:** The fiscal year is consistent with current practices. While the Commonwealth of Virginia requires review by a CPA for 501(c)(3) corporations, we have made it optional until a time comes when IFD&TC decides to incorporate as a not-for profit organization.

#### **ARTICLE XII – LOANS TO DIRECTORS AND OFFICERS**

*12.1 The law of the Commonwealth of Virginia prohibits any loans or advances, other than customary travel advances, to be made by the IFD&TC to any of its directors or officers.*

**Remark:** This is consistent with current practices of the IFD&TC and required of all not-for profit corporations under the law of the Commonwealth of Virginia.

#### **ARTICLE XIII – AMENDMENT TO BYLAWS**

*13.1 These Bylaws may be amended when necessary by a two-thirds majority of the IFD&TC membership present at the business meeting. There must be at least 10 percent of conference attendees present at the business meeting to constitute a quorum.*

**Remark:** Establishing a baseline for the quorum was based on an estimation of membership that had attended the annual business meetings in the past.

*At all times, the following shall operate as conditions restricting the operations and activities of the IFD&TC:*

- 1. No part of the net earnings of the IFD&TC shall inure to the benefit or be distributed to any private person except the IFD&TC shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article II hereof;*
- 2. No substantial part of the activities of the IFD&TC shall consist of carrying on propaganda, or otherwise attempting to influence legislation nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the IFD&TC engage in any activities that are unlawful under the applicable federal, state, or local laws; and*
- 3. Notwithstanding any other provision of these Articles, the IFD&TC shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in § 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or (2) cause it to lose such exempt status.*

**Remark:** All the sections above were adopted based on our understanding of their requirement in order to obtain 501(c)(3) status in the Commonwealth of Virginia.

#### **Article VI – Dissolution**

*Upon the dissolution of the IFD&TC, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the IFD&TC is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.*

**Remark:** The section above was adopted based on our understanding of its requirement in order to obtain 501(c)(3) status in the Commonwealth of Virginia.