



# COPIN Bylaws

Revised October 22, 2015

## I. Name and Purpose

1. The name of the organization shall be Central Ohio Public Information Network (COPIN).
2. COPIN is a noncommercial association of communications professionals organized to provide information support in response to disasters or other public emergencies. COPIN exists to increase awareness and education of the role of public information officers during a crisis, to assist with training opportunities that foster greater disaster communications skills among its members and to facilitate requests for emergency communication backup support from members able to assist qualified organizations that serve community needs. COPIN operates in a geographic area of Central Ohio determined by the COPIN Board of Directors.

## II. Members

1. Voting membership in COPIN shall be open to any approved supporting or response team member who supports the purpose statement in Article I, Section 2.
2. Active membership is contingent on attendance at **no less than one meeting** of the organization in each calendar year, and/or enrollment as a Response Team Member via the Central Ohio Health Alert Network (COHAN).
3. Membership shall be granted upon an application review and a majority vote of the Board. The Board shall have the right to deny, or terminate, the membership of any individual.
4. The Chair, Vice Chair or other member designated by the Board, shall maintain records as to membership, including whether a member is active or inactive as defined in item 2 above.



### **III. Meetings of Members**

1. Dates for regular or special meetings shall be set by the Board and communicated to COPIN members.
2. The Board will advise members no less than two months prior to an annual meeting, along with the date of that meeting.
3. A quorum of COPIN members shall not be fewer than 30% of the active members, as defined by the Board.

### **IV. Board of Directors**

1. The Board shall be responsible for overall COPIN policy and direction.
2. The Board shall be made up of no more than 10 individual COPIN members. Board members do not serve based on any organizational or institutional affiliation.
3. Board members shall serve without pay from COPIN.
4. Board members shall serve a three-year term and may be re-elected for no more than two additional consecutive terms.
5. Vacancies shall be filled by the Chair with a majority approval of the Board.
6. Quorum and Voting
  - a. The presence of 60% of Board members constitutes a quorum.
  - b. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
  - c. Passage of a motion requires a simple majority consisting of one more than half the members present.
  - d. The Board Chair shall only vote in case of a tie.
7. Board Meetings and Agendas
  - a. Regular meetings shall be held on a schedule of no less than quarterly, as presented by the Chair and approved by the Board.



- b. Special meetings shall be held at any time when called for by the Chair or a majority of Board members.
  - c. Agendas shall be provided in advance of meetings, either by the Chair, Vice Chair or other individual designated by the Chair.
- 8. Any member of the Board who has a financial, personal or official interest in, or conflict, or appearance of a conflict, with any matter pending before the Board, of such nature that it may prevent that member from acting on the matter in an impartial manner, shall offer to the Board to voluntarily excuse him/herself from discussion and shall abstain from voting on said item.
- 9. Board members who are unable to attend a meeting may request the Chair or Vice Chair allow another individual represent them as a guest at Board meetings if approved in advance by the Chair or Vice Chair.
  - a. The presence of a representative does not constitute attendance by a Board member.
  - b. A representative shall not vote on Board actions.
  - c. A representative may be prohibited from being present during any discussions or actions by a majority Board vote.
- 10. Resignation, Absences and Termination
  - a. Resignation from the Board shall be in writing and addressed to the Chair or Vice Chair.
  - b. Board members with three consecutive absences, or a total of five cumulative absences from a combination of general membership meetings and board meetings in a calendar year, may be dismissed from the Board and shall be dismissed if those absences are unexcused by Board action.
  - c. A Board member may be removed for other reasons by a two-thirds vote of the remaining Board members.



## **V. Officers**

1. The officers of the Board shall consist of a Chair, Vice Chair, and Secretary, nominated and elected by the Board.
  - a. Elected officers will serve a term of one year.
  - b. The Chair shall preside at all Board meetings, appoint committee chairs and perform other duties as associated with the office.
  - c. The Vice Chair shall assume the duties of the Chair in case of the Chair's absence.
  - d. The Secretary shall be responsible for recording official actions of the Board, and keeping all approved minutes in a minute book, electronically such as on a flash drive and on the COPIN website. The Secretary shall send out copies of the minutes to those designated by the Board.
  - e. Officers shall be elected once a year by the Board at a date determined by the Board.

## **VI. Committees**

1. The Board may appoint standing and ad hoc committees as needed.
2. The Chair shall appoint committee chairs, with approval from the Board.
3. Standing committees shall make an annual report to the membership.

## **VII. Election Procedures**

1. All individual COPIN members are eligible to serve on the Board.
2. A Board Development Committee, made up of the Chair and no less than four other Board members as selected by the Board, shall be responsible for developing a slate of Board candidates, seeking to preserve the diversity and balance necessary to enable the Board to represent a broad spectrum of public information interests.



3. The slate of candidates recommended by the Board shall be presented at a general membership meeting as determined by the Board.
4. Members may submit names to the Board Development Committee, through the Chair or Vice Chair, for inclusion on the ballot. To ensure inclusion on the ballot, nominations must be submitted 30 days in advance of the annual meeting and be approved by at least 10 percent of the membership.
5. Nominees must agree to have their names submitted.
6. All members are eligible to vote on the slate of proposed Board members and those additional names submitted which have been determined by the Board Development Committee to meet the requirements of Article VII.
7. Board seats will be filled for three-year terms, based on most votes earned.
8. The Board Development Committee shall oversee the process to elect Board members.
9. In the event there is no annual meeting, election of the Board shall be conducted by mail or email.

#### **VIII. Fiscal Policies**

1. The fiscal year of the organization shall be January 1 – December 31.
2. The Board, with approval of a vote of the membership, may establish dues or fees.

#### **IX. Dissolving of Organization**

If COPIN is dissolved at any time, no part of its funds or property shall be distributed to or among its members. After payment of all indebtedness, its surplus funds and property shall be transferred to another nonprofit organization as designated by the Board.



## **X. Amendments**

1. These bylaws may be amended by a two-thirds vote of Board members present at any meeting, provided a quorum is present and a copy of the proposed amendments are provided to each Board member at least one week prior to said meeting.
2. Members may propose amendments to these bylaws by submitting those in writing to the Board for review before they are submitted to the membership.
3. The general meeting must achieve a quorum in order to vote on bylaw changes. Passage of bylaw changes requires a vote of 65%. If a quorum is not met, the vote must be held at the next general meeting, as defined in Section III: Meetings of Members.