

BYLAWS
of the
DELAWARE
POPULATION CONSORTIUM

As Adopted 10/1/86

And Amended 1/11/89

And Amended 1/28/92

And Amended 6/11/98

And Amended 11/13/01

And Amended 4/9/02

ARTICLE ONE

NAME, PLACE OF BUSINESS, AND PURPOSES

Section 1. Name – The name of this consortium shall be “Delaware Population Consortium.” Hereafter referred to as the “Consortium.”

Section 2. Place of Business – The place of normal business of this Consortium shall be the offices of the person selected as Secretary of the Consortium pursuant to Article Three, Section 1, of these By-Laws, or other location as approved by common consent.

Section 3. Purposes – The purpose of the Consortium shall be to carry out the following responsibilities and duties.

- a) Prepare, review and revise, on an annual basis, a comprehensive set of population projections for the State of Delaware, its three counties, the City of Wilmington and any incorporated area with a population of 20,000 or more. The projections are to provide as much detail as feasible within given methodological and financial constraints.
- b) Ensure, to the extent possible, that all projections arrived at by the Consortium are the projections used by State and local governments for planning and policy purposes.
- c) Provide, upon request, and at the cost of production or reproduction, demographic information to public and private organizations.
- d) Act as the advisor to the census statistical area committees for the State of Delaware.
- e) Act as the advisory board for the Delaware State Data Center.
- f) Perform such other functions as shall be agreed upon and deemed appropriate by Consortium members.

ARTICLE TWO

MEMBERSHIP

Section 1. General membership

- a) All organizations interested in the formation and the dissemination of demographic information shall be entitled to have one voting member on the Consortium.
- b) Any general member or steering committee member (See Section 2) can run for and be elected to Secretary, Vice-Chair or Chair of the Consortium.
- c) All members of the Consortium are entitled to cast one vote for Secretary and Vice-Chair of the Consortium at the annual meeting.
- d) Any member of the Consortium can bring issues before the Consortium for consideration and discussion and is encouraged to attend all meetings of the Consortium (including those of the steering committee).

Section 2. Steering Committee

- a) The Steering Committee of the Consortium shall consist of seven members. Three of these members will represent each of the state's three counties and shall be appointed by their respective county executives. Three of the above seven members will represent the municipalities in each of the state's three counties. One member will represent the State of Delaware and shall be appointed by the Governor. Each of the above members shall serve until replaced.
- b) The members of the Steering Committee referred to in part (a) of this Section shall each be entitled to one vote in determining the assumptions and methodology to be used in making population projections for the State of Delaware.

- c) A majority of four affirmative votes from the Steering Committee members shall be necessary to approve any business before the steering committee.
- d) The Steering Committee may assess fees based upon an approved budget. This budget will coincide with the State's fiscal year.

ARTICLE THREE

CONSORTIUM OFFICERS

Section 1. Selection and Title

- a) The officers of the Consortium shall be:
 - 1. Chair;
 - 2. Vice-Chair; and
 - a. Secretary.
- b) During the first year of operation, both the Chair and Vice-Chair shall be elected by and from among the total membership of the Consortium. After the first year of operation, the Vice-Chair will automatically assume the Chair at the annual meeting and all subsequent elections will be for Secretary and Vice-Chair only. The term of office to which all officers are elected will be for one calendar year, beginning with the annual meeting at which they are elected and ending with the completion of the election of officers at the next annual meeting. A simple majority of all the membership present at the annual meeting shall constitute the total vote needed for election to office. In the event the Office of the Chair should become vacant between the annual meetings, the Vice-Chair shall fill that position for the remainder of the unexpired term. The new Chair shall then appoint a temporary Vice-Chair until the next annual meeting when a new Vice-Chair will be elected. In the event the offices of Secretary or Vice-Chair should become vacant for any reason between the annual meetings, the Chair shall solicit nominations so that a new Secretary or

Vice-Chair can be elected from the general membership at the next scheduled meeting. Any newly elected Vice-Chair elected under such circumstances shall assume the Chair at the next annual meeting.

- c) An individual may be elected to the above offices more than once.
- d) None of the above elected positions can be occupied by the same organization during any given year.

Section 2. Powers and Duties of Officers – The powers and duties of the Officers shall be as follows.

- a) Chair – The Chair shall preside at all meetings (including those of the Steering Committee) and solicit nominations. The Chair shall cause to be called regular and special meetings of the Consortium, in accordance with these Bylaws. The Chair shall perform such other duties as the Consortium from time to time, shall designate. Only the Chair will have the authorization to expend consortium funds.
- b) Vice-Chair – In the absence of the Chair, the Vice-Chair shall assume the status of the Chair. As referred to in Article Three, Section 1, the Vice-Chair shall become Chair of the consortium if the Chair should resign. The Vice-Chair shall become Chair after the election at the annual meeting.
- c) Secretary – The Secretary shall keep or cause to be kept the minutes of the meetings of the Consortium and the Steering Committee, in an appropriate manner, and shall be custodian of the records. The Secretary shall keep or cause to be kept a record, alphabetically arranged, showing the names of all Consortium members, their addresses, their record of attendance, and other pertinent information. The Secretary shall maintain the financial records of the Consortium and perform such other duties as the Consortium, from time to time, shall designate.

ARTICLE FOUR

MEETINGS

- Section 1.* Public Notice and Involvement – It is the policy of this Consortium to encourage public interest and involvement in the performance of its designated duties. All Consortium meetings will be open to the public.
- Section 2.* Regular Meetings of the Consortium – Regular meetings of the Consortium will be held at least twice a year. The Secretary shall serve personally, by mail, or by e-mail, a written notice with agenda, at least 15 days in advance of each meeting, addressed to each member at the address or e-mail address that appears in the records of the Consortium.
- Section 3.* Special Meetings of the Consortium – Special meetings of the Consortium may be called by the Chair at their discretion, or upon written request to the Secretary of any three or more members of the Consortium. Upon receipt of request either from the Chair or membership, the Secretary shall serve personally, by mail, or by e-mail, a written notice of each special meeting to the total membership, stating the purpose for which it is called, place, time, etc., and addressed to each member at the address that appears or e-mail address in the records of the Consortium. The Secretary may, if the urgency of a special meeting warrants, notify each Consortium member by telephone, stating the purpose for which such a meeting is being called. In all cases, the Secretary will confirm such telephone notices in writing, either by mail or by e-mail to each Consortium member.
- Section 4.* Annual Meeting of the Consortium
- a) The annual meeting of the Consortium, for the election of officers, shall be held during the month of July each calendar year. The Secretary shall serve personally, by mail, or by e-mail, a written notice of each annual

meeting, addressed to each member at the address that appears in the records of the Consortium.

- b) The annual meeting will carry two standard agenda items:
 - 1. The election of the new Vice Chair; and
 - 2. The presentation and review of statistical data and other relevant information concerning the accuracy of the Consortium's assumptions and forecasts.

Section 5. Quorum

- a) The presence of six Steering Committee members or their proxies shall be necessary to constitute a quorum to transact business of the Steering Committee at any regular or special meeting. There can be voting by written proxy if a Steering Committee member cannot attend a given meeting. In the event that attendance at any regular or special meeting does not constitute a quorum, the Chair may canvas the missing member by mail ballot or by e-mail ballot and the results of such a ballot shall be considered a formal action by the Steering Committee. A non-response within ten days of receiving a mail ballot or an e-mail ballot will be recorded as a vote of “present”.
- b) The mail balloting or e-mail balloting shall be performed only under the following conditions:
 - 1. The motion or motions involved were presented and duly seconded by Steering Committee members at a regular or special meeting; and
 - 2. A majority of the Steering Committee members present authorize a mail ballot or an e-mail ballot.

Section 6. Conflict of Interest – A Steering Committee member who has a possible conflict of interest in any business before the Consortium shall so declare this possibility and refrain from voting. This is not intended to limit, in any way, such a member's

involvement in the discussion of the matter. Questions concerning whether a situation constitutes a conflict of interest shall be decided by a majority vote of the Steering Committee members present.

Section 7. Attendance at Meetings

- a) Steering Committee members who have been, or plan to be, absent from a Steering Committee meeting should advise the Secretary in writing or by e-mail as to the cause for their absence. If at all possible, any Steering Committee members who know in advance that they will miss a meeting should appoint a proxy to represent them at the meeting and notify the Secretary in writing or by e-mail of this action. The Chair shall petition the appropriate appointing official to replace any Steering Committee member who misses three consecutive meetings of the consortium.
- b) General members who miss three consecutive meetings of the general consortium will be dropped from the Secretary's mailing list. A general member will be returned to the Secretary's mailing list upon their attendance at another scheduled meeting of the general consortium.

ARTICLE FIVE

AMENDMENTS

Section 1. Amendments to the By-Laws – These Bylaws may be altered, amended, repealed or added to upon petition of three or more members of the consortium at any regular meeting or special meeting of the Consortium called for that purpose, providing that at least fifteen (15) days notice shall have been sent to each member by mail or by e-mail. Such notice shall describe, at least in general terms, the alterations, amendments or changes which are proposed to be made to the Bylaws. Such changes shall become effective upon the affirmative vote of at least five (5) members of the Consortium's Steering Committee.