

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is The Complex Data Collective (CODACO).

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

The Complex Data Collective designs, develops, and promotes digital tools that allow researchers to explore complex structural data. The specific objectives and purpose of this organization shall be:

- a. to support the development and maintenance of digital tools to capture and analyze complex structural data;
- b. to disseminate these digital tools and promote their uptake by users;
- c. to provide education and training in the use of these digital tools.

## **ARTICLE III. MEMBERSHIP**

The membership of the corporation shall consist of the members of the Board of Directors.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be five members including the following officers: the President, the Secretary, and the Treasurer. This number can be modified from time-to-time, but can only be modified through a unanimous vote by the existing Directors.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All changes to membership of the Board of Directors must be approved by a unanimous vote of the members present and voting. No vote on new members of the Board of

Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall attend at least one (1) meeting of the Board per year.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held at a time and day in the month of September of each calendar year and at a physical location or via an online meeting platform designated by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic methods. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

### **Section 6. Quorum**

The presence in person or virtually of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit their seat. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this

Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these bylaws.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a unanimous vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors. This does not impede their ability to receive compensation for specific work undertaken in the role of staff member. Compensation levels for such work are to be determined using the procedures in Article VIII.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 12. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by unanimous vote of the members of the Board of Directors, excluding the Director proposed to be removed. Each member of the Board of Directors must receive written notice of the proposed removal at least twenty (20) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 12 of this Article.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the President, the Secretary, the Treasurer, and two Directors. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She/They shall preside at all meetings of the Board of Directors.
- b. He/She/They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She/They shall submit a report of the operations of the program for the fiscal year to the Board members at their annual meetings.
- d. He/She/They shall submit a timely annual report to the Illinois Secretary of State on behalf of the Corporation and its active officers.
- e. He/She/They shall have the power and duties usually vested in the office of the President.

## **Section 2. Secretary**

The Secretary shall attend all meetings of the Board of Directors and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She/They shall record all votes and minutes of all proceedings and save them to a secure electronic location designated by the Board of Directors.
- b. He/She/They in concert with the President shall make the arrangements for all meetings, including the annual meeting of the organization.
- c. He/She/They shall send notices of all meetings to the Board of Directors and shall take reservations for the meetings.
- d. He/She/They shall perform all official correspondence as may be prescribed by the Board of Directors or the President.

## **Section 3. Treasurer**

The Treasurer's duties shall be:

- a. He/She/They shall submit for the Board of Directors approval all expenditures of funds and proposed capital expenditures (equipment and furniture) of the organization.
- b. He/She/They shall assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- c. He/She/They shall perform such other duties as may be prescribed by the President under whose supervision he/she/they shall be.

## **Section 4. Officer Role Change**

Any active officer of the Board of Directors may request to change their role from time-to-time, but must make this request formally in writing to the President. Requests to change an officer role will be considered and voted upon at the next scheduled meeting, and can only be approved by unanimous vote of the members present and voting of the Board of Directors. No vote on an officer role change shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

## **Section 5. Election of Officers**

Any active member of the Board of Directors may submit at the meeting prior to the annual meeting the name(s) of the person(s) they wish to nominate for an office of the Board. Nominating officer will be given time to elaborate on their nomination and all members present

will vote to approve or deny. A majority vote to approve the nominee will establish that individual in their office of the Board effective immediately.

### **Section 6. Removal of Officers**

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor at any time. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

### **Section 7. Vacancies**

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VI. COMMITTEES**

### **Section 1. Committee Formation**

The Board of Directors may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The Board of Directors will appoint all committee chairs by unanimous vote.

## **ARTICLE VII. CORPORATE STAFF**

### **Section 1. Executive Director**

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Board of Directors' supervision, and perform such additional duties as may be directed by the Board of Directors. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of any established committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a unanimous vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION**

### **Section 1. Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

- a. Interested Person:  
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  
- b. Financial Interest:  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the governing board or committee meeting decides that a conflict of interest exists.

### **Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
  
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of

interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Section 6. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 7. Use of Outside Experts**

When conducting the periodic reviews as provided for in this Article, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE IX. INDEMNIFICATION**



## **Section 1. General**

To the full extent authorized under the laws of the State of Illinois, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

## **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

## **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE X. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes shall be given to each director at least five (5) days in advance of such a meeting by email. As required by the Articles, any amendment to Article IV, Article V, or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting except changes to Article IV, Article V, or Article VI which require an affirmative vote of all directors then in office.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the CODACO Board President on behalf of the CODACO Board of Directors on this 2 day of February, 2021.



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CODACO, Board President