COGEL BYLAWS

Article I

Name

The name of the organization shall be the Council on Governmental Ethics Laws.

Article II

Objectives

Section 1.

Purpose – The primary purpose of the Council shall be to facilitate and promote the exchange and dissemination of information on governmental ethics, including campaign finance, lobbying regulation, election administration, and open government among its members as defined in the terms within the bylaws.

Section 2.

Responsibilities – The Council shall be responsible for the following:

a. **Annual Conference**
Organize and conduct an annual meeting or conference of the Council and such other meetings, educational sessions, or panel discussions as the Board of Directors deems appropriate in consultation with other committees.

b. **Directory**
Prepare and distribute to its members a regularly updated membership directory according to policies established by the Board of Directors.

c. **Newsletter**
Publish and distribute a periodic newsletter containing pertinent items of interest to members, member affiliates, and the public at-large.

d. **Clearinghouse**
Consider new ways of increasing the flow of pertinent information to members, including evaluating research projects potentially helpful to members.

e. **Education**
Provide and promote programs and materials for the purpose of educating members and others on matters of pertinent interest.

Section 3.

Prohibitions
The Council shall not advocate the adoption or pursuit of any policy, bill, resolution or practice that impacts any member, government, organization, or individual other than those of the Council itself. The Council shall not take any action or make any communication, the substantial effect or purpose of which would be to influence voting at any election, including a referendum. Neither shall the Council support or oppose any individual's present or future candidacy for election or appointment to any public or

private position. Providing information and materials concerning a proposed policy, bill, or resolution, without comment or advocacy, is not prohibited, nor are individual members prohibited from commenting or advocating, provided they do not purport to speak for the Council.

Article III

Membership

Section 1.

Types of Membership

There shall be five types of membership in the Council: governmental members, organizational members, educational members, individual members, and honorary members, as defined below:

a. **Governmental Members**. A Governmental Member shall be a governmental entity responsible for the administration or enforcement of laws regulating governmental ethics.

b. **Organizational Members**. An Organizational Member shall be a private or non-governmental entity, other than an educational institution, that interacts with, advises, studies, or reports on, one or more governmental entities responsible for the administration or enforcement of laws relating to governmental ethics.

c. **Educational Members**. An Educational Member shall be a public or private educational institution that interacts with, advises, studies, or reports on, one or more governmental entities responsible for the administration or enforcement of laws relating to governmental ethics.

d. **Individual Members**. An Individual Member shall be an individual who previously maintained membership with the Council, or was an affiliate of such a member, but who is no longer employed or affiliated with a current member and who interacts with, advises, studies, or reports on, one or more governmental entities responsible for the administration or enforcement of laws relating to governmental ethics.

e. **Honorary Members**. The Board of Directors may designate an individual as an Honorary Member, a designation which shall last for four (4) years and which may be renewed, based on exceptional and outstanding service to the organization or to governmental ethics. Honorary members shall not be required to pay the annual dues.

Governmental, organizational, and educational members shall each have a named representative. The named representative shall be the individual who maintains the voting rights for that entity, subject to any transferability provided for in Article IV, Section 3 (a).

Section 2.

Member Affiliates
Any officer or employee of a governmental, organizational, or educational Council member shall be a member affiliate of the Council upon approval by the named representative of that Council member. An officer includes an elected or appointed member of the governing body of any governmental, organizational, or educational entity.

Member affiliates shall be eligible to serve on any committee of the Council including the Board of Directors. Member affiliates shall be granted access to the members-only portion of the Council's website which shall contain all general communications.

Section 3.

Term of Membership
The term of Membership shall be twelve months from initial membership registration or renewal date. Membership shall be effective upon receipt of written confirmation of membership status issued by the Council, following the payment of annual dues established by the Board of Directors in accordance with Article V, Section 1. The Council may reject, or revoke, the membership and/or affiliate membership of any entity or individual, upon the vote of two-thirds (2/3) of the members of the Board of Directors.

Section 4.

Limitation on Members' Liability
The private property of the members of the Council, their named representatives or member affiliates of such members, shall not be liable for any Council debts, liabilities, or obligations. **Article IV**

Meetings

Section 1.

Annual Meeting
The annual meeting of the Council shall be held during the annual conference. Written notice shall be given to all members at least sixty (60) calendar days in advance and shall contain a listing of major items to be considered.

Section 2.

Special Meetings
Special meetings of the Council may be held at a time and place designated by the Board of Directors, provided that at least thirty (30) days advance notice is forwarded to all members. The notice for any special meeting of the Council shall state the purpose and agenda for such meeting.

Section 3.

Voting at Meetings

a. **Entities Entitled to Vote**
All governmental, organizational, and educational members in good standing with the Council shall be entitled to vote at any meeting. Each member shall have one vote. The named representative of each member shall cast its vote unless the member has authorized in writing one of its officers or employees to cast its vote. A voting member unable to attend a meeting may in writing appoint another voting member as proxy. On presentation of the written proxy authority, the appointed proxy may vote at the meeting in the name of the absent voting member. No voting member may act as a proxy for more than two (2) other voting members.

b. **Vote Required for Approval of Measures**
A majority of the voting members, present and voting at a Council meeting, shall be required for the approval of any measure, except that a two-thirds (2/3) majority of the governmental members present and voting at a Council meeting shall be required to amend, enact, or repeal any Bylaw.

c. **Quorum**
A majority of the voting members of the Council that are registered at the annual conference, or any other special meeting of the Council shall constitute a quorum.

Article V

Finances

Section 1.

Annual Dues
The Board of Directors shall have the authority to establish and modify annual dues for each category of membership. Dues shall be reviewed annually as part of the Council's budgeting and strategic planning processes.

Section 2.

Registration Fee for Annual Conference
The Board of Directors shall determine the amount for registration fees to attend the annual conference. In determining the amount of the registration fees, the Board of Directors shall endeavor to recover or offset all or part of the actual or anticipated costs for the conference.

Section 3.

Charges for Publications and Services
The Board of Directors shall determine what charges to assess if any, for Council publications and services.

Section 4.

Financial Statements
The financial records of the Council shall be maintained on a fiscal year basis, as determined by the Board of Directors. The Board of Directors shall present a financial statement to the members for their review at the annual meeting. In the event an annual meeting is not held in person the financial statements shall be made available to members for review. The Board of Directors may publish financial statements for different years in a manner that is available to all members.

Section 5.

Annual Budget
The Board of Directors shall prepare an annual Council budget, including revenue and expenditure projections. The Board of Directors shall present the budget to the members at the annual meeting for their review and comment. In the event an annual meeting is not held in person, the budget shall be made available to the members for review with a reasonable time for comments to be provided to the Executive Director who will present the comments to the Board of Directors at the next regular Board of Directors meeting.

Section 6.

Gifts
A. The term "gift" shall mean anything of value, whether in the form of money, service loan, travel, entertainment, hospitality, promise, or in any other form but shall not include the value of services, resources, and materials when provided to COGEL through participation in a Council committee, in an educational panel approved by a Council committee, or provided by a governmental member.
B. The Board of Directors is the only entity authorized to accept a gift on behalf of the Council, a record of which shall be maintained in the minutes of the Board of Directors.
C. Notification of gifts exceeding a threshold value will be made available to the members for their review and will include a description, membership type, and the

approximate value of the gift(s) by source in the same manner as the budget is made available to the members during that year. The initial threshold for disclosure shall be $1,000. The Board of Directors may, by majority vote of the members of the Board of Directors, establish a different threshold value to apply during a calendar year. The threshold value shall be determined by aggregating the value of the gift by source.

D. The Executive Director shall be notified of any gifts offered or received within thirty (30) days and shall disseminate the potential gift information to the Board of Directors members who shall consider whether to accept the gift during a Board of Directors meeting. Gifts shall be accepted only upon a majority vote of the members of the Board of Directors.
E. Notification of any gifts failed to be disclosed in accordance with this section must be disseminated to the members as soon as practical.

Section 7.

Grants

A. The Council shall be authorized to seek and accept grants from non-profit entities for purposes in accordance with the mission of the Council. Initial authorization to seek grants shall come from the President and shall be approved or ratified by a majority of the members of the Board of Directors. The administration of any such grant shall be subject to the oversight and direction of the Board of Directors. Provided, however, the Board of Directors through a majority vote of the members may delegate such oversight to a subcommittee created for the purpose of grant oversight. Members of the subcommittee shall be appointed by the President after consultation with the Executive Director and Board of Directors. Any such subcommittee must provide regular reports to the Board of Directors about their activities. The Board of Directors may rescind the delegation to the subcommittee at any time by a majority vote of the members of the Board of Directors.
B. Authorization of Grants. In the event the annual expenditure budget established in Section 5 provides expenditures for issuance of Grants, the Board of Directors shall ensure the grants facilitate the mission of the Council and establish a committee to draft proposed policies and procedures governing the terms and requirements for such grants. Any such grant opportunity shall be made available to members of COGEL.

Article VI Board of

Directors

Section 1.

Composition
The Board of Directors shall consist of twelve (12) individuals representing governmental, organizational, and educational members of the Council. No more than two (2) individuals may represent organizational members, who shall be entitled to participate in the discussion of all matters raised by the Committee and may vote on such matters.

The President may appoint the current program committee chair to serve in an ex officio capacity with no voting rights to ensure that the conference is conducted in the best interest of all Council members.

Section 2.

Powers and Duties
The Board of Directors shall have all the powers necessary to conduct the affairs of the Council and may enter into any contract in furtherance of the Council's purposes.

Section 3.

Nomination and Election
The Chair of the Nominating Committee shall be appointed by the President of the Council from the members of the Board of Directors. The President may also appoint a second Board of Directors member as a nonvoting member of the Nominating committee. The Chair shall appoint four (4) additional member affiliates to serve on the Nominating Committee. The Board of Directors shall approve or reject the appointments made by the Chair and shall select an alternate if it rejects any appointment.

At least three (3) months prior to the annual meeting, the Nominating Committee shall solicit nominations for the Board of Directors from governmental, organizational, and educational members in good standing. Current Board of Directors members shall not suggest candidates for nomination and election.

Section 4.

Term of Office
The four-year terms of office for members of the Board of Directors shall be staggered so that three members are elected each year for the period between the annual meeting at which the member is elected and the fourth annual meeting thereafter.

A member of the Board of Directors may serve one additional full term, provided the member is elected or appointed after an absence of at least four years from the Board of Directors.

No eligible individual shall serve on the Board of Directors for more than a total of two full terms, not including any period of one year or less serving on the Board of Directors to fill a vacancy described in Section 6 of this Article.

Section 5.

Change of Status
A member of the Board of Directors that is no longer eligible to serve shall resign from the Board of Directors unless the time remaining in the member's term is less than six (6) months.

Section 6.

Vacancies
When a vacancy on the Board of Directors occurs, the Council's President, subject to majority confirmation by the Board of Directors at its next meeting, shall appoint an eligible individual to serve the remainder of the term.

If the President's appointee is not confirmed, the President shall appoint another eligible individual subject to majority confirmation by the Board of Directors.

Any eligible individual may be appointed to fill a vacancy on the Board of Directors provided that said eligible individual has not served on the Board of Directors during the preceding year.

Section 7.

Meetings
Meetings of the Board of Directors may be called by the Council's President or upon the written request of a majority of the Board of Directors. The Board of Directors shall meet within seventy-two (72) hours after the election of the Board of Directors at the annual meeting of the Council. Written notice of the principal items of business to be considered at all but the first meeting of the Board of Directors shall be forwarded by the President at least one (1) day in advance of such meetings. Any meeting may be conducted by telephone. Minutes of Board of Directors meetings shall be taken.

Section 8.

Quorum
The presence of a minimum of seven (7) members of the Board of Directors shall be required for a quorum.

Section 9.

Voting at Meetings
The affirmative vote of a majority of those members of the Board of Directors present and eligible to vote shall be required for the approval of any measure. Whenever delay in obtaining the approval of the Board of Directors would result in serious damage or inconvenience to the Council and its members, the Council's President may act for the Board of Directors, but such action by the President may be modified or rescinded by the Board of Directors at subsequent meetings or at the annual meeting.

Section 10.

Preservation of Records
The Board of Directors shall be responsible for the preservation of these Bylaws, minutes, records of financial transactions and any other Council records, and shall provide a copy or copies of any of them, subject to the restrictions of *Section 12* of this Article, to any member of the Council upon request. A reasonable fee may be set by the Board of Directors to cover the costs of reproduction.

Section 11.

Examination of Financial Statements
An examination of the Council's financial books of record shall be conducted by an independent certified public accountant at least once every two (2) years or more frequently at the discretion of the Board of Directors. Such examination shall be conducted at the "Review" level of service, in accordance with the standards established by the American Institute of Certified Public Accountants, unless the Board of Directors determines that an examination at the "Audit" level is necessary to protect the Council's interests. Where an examination is conducted before the end of the two-year period, the new cycle will commence from the date of that examination. The Board of Directors shall be responsible for reporting the results of each such examination at the annual meeting.

Section 12.

Open Records and Meetings
Copies of Council records may be made available to members in good standing upon request and payment of a reasonable fee established by the Board of Directors. All meetings of the Council and any committee of the Council shall be open to the public. However, the Board of Directors, with an affirmative vote of two-thirds of its eligible membership present and voting, may adjourn to executive session to discuss any personnel matter, pending claim or litigation or strategy with respect to the bringing, maintaining, or defending of such claim or litigation, or records that are confidential by law. Any decisions made in executive session shall be published in the meeting minutes upon adjournment of the session.

Section 13.

Expenses
Direct expenses incurred by Board of Directors members to attend meetings of the Board of Directors may be reimbursed in full, according to a reimbursement schedule set by the Board of Directors.

Section 14.

Committees
The Board of Directors may establish committees for the purpose of carrying out Council business. Any meetings of any committee may be conducted by telephone. Minutes of committee meetings shall be taken, or a record of the committee's work recorded. The President of the Council shall appoint the chairperson of each committee. The chairperson shall choose the members of the committee and shall encourage participation by a broad spectrum of COGEL members. Committee membership shall expire at the completion of the next annual meeting of the Council, but both the chairperson and members may be reappointed.

Section 15.

Indemnification
The Board of Directors, Committee Chairs and members, authorized staff and all other volunteer leaders working at the behest of the Board now or hereafter serving as such, shall be indemnified by the Council against any and all claims and liabilities that he or she has or shall become subject to by reason of serving or having served, or by reason of any action alleged to have been taken, omitted, or neglected by him or her. The Council shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence. The amount paid by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than

three (3) nor more than seven (7) persons selected by the President of the Council, but not from members of the Board of Directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed. This right of indemnification shall not be exclusive of any rights that any Board of Directors or volunteer leader may otherwise be entitled by law.

Article VII

Officers

Section 1.

Eligibility
All officers shall be governmental or governmental affiliate members of the Board of Directors.

Section 2.
Composition and Duties
The officers of the Council shall be a President; a President-Elect, who shall serve as the next succeeding President; and a Secretary/Treasurer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Council.

Section 3.

Election
The officers shall be elected by the Board of Directors at an organizational meeting following the annual meeting of the Council. They shall elect a President-Elect, who will serve as the next succeeding Board of Directors President and a Secretary/Treasurer. All shall serve until their successors are elected. In case of a vacancy in the office of President, the President-Elect shall automatically become President for the unexpired term, after that he/she shall serve a full term as President. The Secretary/Treasurer is next in line for succession if the President-Elect is unable to serve and shall serve as President for the unexpired term. All other vacancies shall be filled by appointment by the President.

The President-Elect shall be elected at the beginning of his or her second year on the Board of Directors so that he or she serves as President during his or her third year on the Board of Directors. In his or her fourth year on the Board of Directors, the former President shall serve as the Immediate Past President.

Article VIII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt.

Article IX

Amendments to Bylaws

Section 1.

Notice of Proposed Amendment
Written notice of any proposal to amend any provision of these Bylaws must be provided to the Council President at least one hundred and eighty (180) days in advance of the next annual Council meeting. Within thirty (30) days of receipt of such proposed amendment, the President shall convey the proposed amendment to the Chair of the Bylaws Committee. The Bylaws Committee shall consider the proposed amendment, analyze its impact on the Council, and make a written recommendation to the membership on the merits of the proposal no later than sixty (60) days prior to the next annual meeting at which such amendment is to be considered.

Section 2.

Number Required for Approval
These bylaws may be amended at any meeting of the Council by a vote of two-thirds of the voting governmental members present and voting at such meeting.

Article X

Definitions

Section 1.

Council – "*Council*" shall mean the ***Council on Governmental Ethics Laws***.

Section 2.

Governmental Ethics – "*Governmental Ethics*" – shall mean all of the following:

a. Personal financial disclosures by public officials, employees, candidates for election, and nominees for appointment to public office;
b. Standards of conduct for public officials and employees;
c. Disclosure, conduct, financing, and regulation of political campaign activities and elections;
d. Disclosure, conduct and regulation or lobbyist and lobbying activities;
e. Public meetings and records; and
f. Judicial conduct.

Charter adopted December 1, 1978 – Minneapolis, Minnesota

- amended December 8, 1980 – San Diego, California
  amended December 4, 1984 Seattle, Washington
  amended December 4, 1986 Hartford, Connecticut
  amended September 29, 1987 – Quebec City, Quebec
  amended December 7, 1989 – New Orleans, Louisiana
  amended September 1990 – Anchorage, Alaska
  amended September 22, 1992 – Toronto, Ontario
  amended September 22,1993 – St. Paul, Minnesota
  amended December 7, 1994 – Honolulu, Hawaii
  amended September 20, 1995 – Washington, D.C.
  amended September 17, 1997 – Edmonton, Alberta
  amended September 16, 1998 – Seattle, Washington
  amended December 6, 2000 – Tampa, Florida amended
  December 5, 2001 – Lexington, Kentucky amended
  December 8, 2004 – San Francisco, California amended
  September 19, 2007 – Victoria, B.C. amended
  December 5, 2012 – Columbus, Ohio amended
  December 8, 2021 – Virtual
  amended December 6, 2023 – Kansas City, Missouri
  amended December 10, 2025 - Atlanta, Georgia