

As Adopted, October 15th, 2011

By-Laws

Of the

NYS GIS ASSOCIATION, Inc.

Article I Name

The name of this organization shall be the NYS GIS ASSOCIATION, Inc. (ASSOCIATION).

Article II Mission

The mission of the ASSOCIATION is to assist and educate Geographic Information Systems (GIS) professionals in New York State and work to improve the development, implementation, and maintenance of geographic information technology.

Article III Purpose

The ASSOCIATION is established to support development of the GIS profession throughout the state of New York. The Association will contribute to continuing education and professional development opportunities for students and those working in the geospatial industry. The Association will foster a spirit of cooperation among local, state and federal agencies, educational institutions and the private sector in addressing priority geospatial issues.

The Association's primary goals and objectives are to:

- Support and promote the GIS profession throughout the state of New York.
- Assist and educate GIS professionals by providing opportunities for training, networking, information sharing, presentations, and other forms of professional development.
- Contribute towards the development, implementation and maintenance of GIS in the state of New York.
- Foster a spirit of cooperation among local, state and federal agencies, educational institutions and the private sector in addressing priority GIS issues and data development initiatives for New York.
- Contribute towards hosting regular meetings, conferences and technical workshops for the exchange of information and to exhibit products and services.
- Educate the general public about the nature of, and benefits from, geographic information and related technologies, including but not limited to geographic and land information systems, the Internet, and global positioning technologies.
- Publish documents, produce educational materials, and promote education pertaining to geographic information and related technologies.

Article IV Membership

Section 1

Membership in the ASSOCIATION is open to those individuals whose interests, background, or experience are compatible with the purposes of the ASSOCIATION as stated in Article III.

Section 2

A “Member in Good Standing” shall be defined as a person who has paid their required dues in the past year and whose actions, conduct, and ethical practices are consistent with the mission and purpose of the Association. Only “Members in Good Standing” are eligible to vote at the Annual Meeting.

Section 3

Registration for membership is outlined and made available at the Association’s website.

Article V Board of Directors

Section 1

There shall be a Board of Directors (Board). An individual Director may be referred to as a Board Member. The Board shall consist of the President, President Elect, and Immediate Past President (when filled) and four At-Large members. The President, President Elect, and Immediate Past President will each serve one-year terms. All At-Large Board members will serve two-year terms.

Section 2

Board members shall be elected at the Annual Meeting of the Association and their elected terms shall begin at the close of the Annual Meeting. At-Large Board members are eligible to serve up to two consecutive terms. Members shall elect candidates directly for the offices of President Elect and President (when the President Elect is not able to serve as President) and At-Large Board Members. To participate in the elections, a member must be a member in good standing at least 30-days prior to the start of the Annual Meeting of the ASSOCIATION. Voting will be permitted in person, electronically and via ground shipment or mail. Within 30 days of the Annual Meeting, the Board shall appoint a Secretary and Treasurer. Any member of the ASSOCIATION, including any Board Member, is eligible to serve as Secretary or Treasurer. No Board Member shall hold more than one office at a time. The Secretary and Treasurer are expected to attend all meetings of the Board of Directors.

Section 3

Each Board Member is expected to actively participate in one or more committees.

Section 4

Should a Board Member become unable to complete their term for any reason, the Board may determine if the vacancy shall remain unfilled until the next Annual Meeting of the ASSOCIATION or if a special election shall be called to fill the vacancy.

Section 5

The Board shall annually appoint a Nominating Committee of not less than three members of the ASSOCIATION. One member of the Nominating Committee shall be a current Board Member, not otherwise running for an election. The Nominating Committee shall nominate at least one candidate for each Board Member vacancy, and shall conduct the annual election of new Board Members in accordance with the standing rules established by the Board. All persons nominated shall be members in good standing of the ASSOCIATION.

Section 6

The Board shall establish standing rules governing the nomination and election process in order to insure a fair and equitable election of Board Members. Election shall be determined by a simple majority of the votes cast.

Section 7

Any Board Member may be removed by a majority of a quorum of the Board with or without cause.

Section 8

A quorum for the Board of Directors' shall be four Board members. Between regularly scheduled meetings of the Board, urgent business may be conducted by a majority vote of the Board by responding to a direct communication by the President or President Elect. There shall be no less than three (3) business days between the initial posting and the deadline for ballots to be received with a quorum of the Board required. There shall be an attempt to foster discussion by listing this on email or electronic discussion group at the time of the initial posting. If the results of the voting are not unanimous among all Board members, or if any Board member requests a discussion in quorum, the vote will be considered invalid and the issue shall be decided in a regular Board meeting in quorum. The determination of what constitutes "urgent business" shall be at the discretion of the President.

Article VI Duties of Officers

Section 1 President

The President shall:

1. Provide guidance and coordination of committee activities.
2. Preside at meetings of the Board and of the membership.
3. Appoint all ASSOCIATION Committees, including designating their chairpersons, unless otherwise provided for in these By-Laws.
4. Call meetings of the Board.
5. Carry out any other duties as assigned by the Board.
6. Take the office of the Immediate Past President upon completion of their term as President.

Section 2 President Elect

The President Elect shall:

1. Assist the President in the development and implementation of activities associated with the goals and priorities of the ASSOCIATION.
2. Carry out other duties as assigned by the President or the Board.
3. In the absence of, or in the event of incapacity of, the President, the President Elect shall assume the duties of the President.
4. Take the office of the President at the conclusion of their term as President Elect.

Section 3 Immediate Past-President

The Immediate Past-President shall:

1. Take the office at the conclusion of their term as President.
2. Assist the President by providing continuity to the operations of the Association.
3. Carry out other duties as assigned by the President or the Board.
4. In the absence of, or in the event of incapacity of, the President and the President Elect, the Immediate Past President shall assume the duties of the President.

Section 4 Secretary

The Secretary shall:

1. Serve at the pleasure of the Board.
2. Maintain a current roster of members of the ASSOCIATION.
3. Coordinate member and Board meetings, and prepare and report minutes.
4. Carry out any other duties as assigned by the President or the Board.
5. Notify membership of elections, nominations, and amendments to By-Laws at annual meetings.

Section 5 Treasurer

The Treasurer shall:

1. Serve at the pleasure of the Board.
2. Receive and disburse funds.
3. Provide the budgeting necessary and maintain accounts that shall be open to review and approval by the Board.
4. Prepare financial reports as necessary including at least one annual financial report available to the membership.
5. Carry out any other duties as assigned by the President or the Board.

Section 6 Other Duties and Responsibilities

The Officers shall perform other duties as required by these By-Laws or as deemed customary to their office.

Each Board Member shall attend all Board meetings. Any Board Member absent from two consecutive meetings without prior written notification to the President shall automatically be subject to a vote for removal from office as set forth under Article V, Section 6.

Article VII Meetings

Section 1

There shall be an Annual Meeting of the ASSOCIATION at a location and date to be determined by the Board. It shall be announced to the membership at least 30 days prior. The fiscal year will begin January 1st and end December 31st.

Section 2

The Board may call for special meetings of the ASSOCIATION. Notification of such meetings shall be made to all members at least 30 days prior.

Section 3

At all meetings of the Association, 10% of eligible voting membership shall constitute a quorum. If a quorum cannot be obtained, the subject matter shall be added to the agenda of the next Annual or Special meeting.

Article VIII Books and Records

Section 1

The ASSOCIATION Secretary and Treasurer will maintain business and financial documentation of the ASSOCIATION. Specific requests for the review of these materials will be made in writing (electronic) to the current ASSOCIATION President and Secretary. An annual ASSOCIATION financial ledger will be made available at each Annual Conference.

Section 2

On an annual basis, the Board shall appoint an Audit committee to review the finances of the Association. The Audit Committee shall be composed of three Association members with at least one being a Board Member. The Audit Committee will provide a report to the Board within 30 days of the end of the fiscal year.

Article IX Committees

All committees shall be created by the President subject to approval of the Board. There shall be no standing committees and all committees will be disbanded when they have completed the tasks delegated to them by the President or the Board.

Article X Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the ASSOCIATION in all cases to which they are applicable except where they are inconsistent with these By-Laws and any special rule of order the ASSOCIATION or the Board may adopt.

Article XI Amendment of By-Laws

A proposed amendment to these By-Laws may, after discussion at the ASSOCIATION Annual meeting, be adopted by a 2/3 quorum vote of the ASSOCIATION members present at the meeting and in good standing and when written notice of the proposed Bylaw amendment has been given to all members at least thirty (30) days prior to the meeting at which action is scheduled. Such notices may be done electronically. Any changes made to the proposed By-Laws amendments consistent with parliamentary procedures during the Annual Meeting do not require a further 30 days notice.

Article XII Savings & Memorialization Clauses

Section 1

In the event that a portion of the By-Laws of the ASSOCIATION becomes invalid or lawful circumstances change that alter the legality of any portion of the By-Laws, the remainder of the document shall be held as valid.

Section 2

In the event an action must be taken by a Board Member that requires authorization after the fact, then a Board member may do so. This cannot involve any of the following: Approval of contracts for goods or services, with or without monetary transaction; Agreements for any change in structure of the Association; Definitions of membership or any member's status; changes to By-Laws and other policies. A memorialization action must be approved via a vote at the immediately following Board of Director's meeting.