

Bylaws of the NYS GIS Association

As edited, 4-9-15

Article I - General Provisions

Section 1. Name

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

Section 2. Incorporation

The Association is organized as a Not For Profit Corporation, incorporated in and subject to the laws of the state of New York.

Section 3. Address

The Association shall maintain and publish a website (www.nysgis.net) which shall serve as the address of record for contact with the Association. The Association may also establish a postal mailing address within the state of New York.

Section 4. Fiscal Year

The Association's fiscal year will begin January 1st and end December 31st.

Section 5. Savings Clause

In the event that any portion of these Bylaws becomes invalid or lawful circumstances alter the legality of any portion of these Bylaws, all remaining provisions shall be held as valid.

Article II - 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's primary goals and objectives are to:

- A. Support and promote the GIS profession throughout the state of New York.
- B. Assist and educate GIS professionals by providing opportunities for training, networking, information sharing, presentations, and other forms of professional development.
- C. Contribute towards the development, implementation and maintenance of GIS in the state of New York.
- D. 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.
- E. Conduct regular meetings, conferences, and technical workshops for the exchange of information and to exhibit products and services.
- F. Educate the general public about the nature and benefits of geographic information and related technologies.

G. Publish documents, produce educational materials, and promote education pertaining to geographic information and related technologies.

Article III - Membership

Section 1. Membership

Membership in the Association is open to those whose interests, background, or experience are compatible with the purpose of the Association. The Board of Directors may establish such member categories as deemed suitable for the purpose of the Association.

Section 2. Member in Good Standing

A "Member in Good Standing" shall be defined as a member whose annual dues are fully paid no later than the due date. Only "Members in Good Standing" are eligible to vote, to accept nomination for election, to serve on the Board of Directors, to serve as Secretary or Treasurer, to be appointed as Committee Chairs, or to serve on Committees.

Section 3. Registration and Dues

Registration for membership shall be published and made available on the Association's website. Annual dues for each member category shall be established by the Board of Directors and shall be published and payable on the Association's website. Dates when annual dues payments are requested, when they are due for payment, when they are past due, any remedies or consequences associated with past due status, and when they expire shall be determined by the Board of Directors.

Article IV - Board of Directors

Section 1. Composition & Terms

There shall be a Board of Directors (Board) consisting of the President, President-Elect, Past-President and four Directors. The President, President-Elect, and Past-President shall each serve one-year terms. Directors shall serve two-year terms, with half of the Director terms expiring each year.

Section 2. Election

Members shall elect the President-Elect and Directors at the Annual Meeting of the Association and their terms shall begin at the adjournment of the Annual Meeting. Directors are eligible to serve two consecutive elected terms as a Director, and thereafter remain eligible to serve as President-Elect or President. Past Board members are again eligible to serve on the Board following a period of two years after the expiration of their previous Board terms.

Section 3. Appointment of Other Officers

The Board shall appoint a Secretary and a Treasurer at the first Board meeting following the Annual Meeting. Any member of the Association, including any Board member except for the President-Elect, President, or Past-President, is eligible to serve as Secretary or Treasurer. Terms for the Secretary and Treasurer shall expire upon the next annual appointment of a Secretary and a Treasurer, and consecutive appointments shall be allowed without limit.

Section 4. Vacancies

Vacancy of any Director may be filled by appointment of the Board. Such vacancy appointments shall expire at the conclusion of the original term for which a Director was elected. Vacancy in the office of President-Elect shall be filled by a special election conducted by the Board unless the Annual Meeting shall occur within 90 days. Vacancy in the office of President shall be immediately filled by the President-Elect, who shall serve out the remainder of the vacant President term before beginning their full elected term. In the event that the office of President-Elect is also vacant and therefore not available to fill a vacancy in the

office of President, a special election for President-Elect shall be conducted by the Board within 30 days, with the President-Elect immediately filling the vacant President term before beginning their full elected term. Vacancy in the office of Past-President shall not be filled.

Section 5. Nominations

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. Election Procedure

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 all votes cast.

Section 7. Resignation or Removal

Any Board Member with three or more unexcused absences from Board of Directors meetings shall be deemed to have resigned from the Board. Any Board member may be removed by action of the Board.

Section 8. Meetings

The Board shall meet not less than six times per year. Meetings may be held in person or via telephone or electronic means provided that all participants shall be able to hear and speak to all other participants in real time for the duration of the meeting. There is no minimum notice requirement for meetings of the Board, and the President may call regularly scheduled or special meetings of the Board as circumstances require.

Section 9. Quorum

A majority of the Board shall constitute a quorum at any meeting of the Board. In the event there is less than this number, the presiding officer shall adjourn the meeting until such time as a quorum is present. No official business shall be conducted if a quorum of the Board is not present.

Section 10. Memorialization Clause

In the event of emergency circumstances when a Board action is needed and the Board is unable to meet to address it, any Board member may take suitable action, at risk, provided that it may not 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; or changes to Bylaws and other policies. A memorialization motion must be approved at the immediately following Board of Director's meeting. Failure of a memorialization motion shall invalidate the action taken.

Article V - Duties of Officers

Section 1. President

The President shall:

- A. Provide guidance and coordination of committee activities.
- B. Preside at all meetings of the Board and Association.

C. Appoint all Association Committees, including designating their chairpersons, as provided for in Article VIII of these Bylaws.

D. Call meetings of the Board.

E. Carry out any other duties as assigned by the Board.

F. Take the office of Past-President upon completion of their term as President.

Section 2. President-Elect

The President-Elect shall:

A. Assist the President in the development and implementation of activities associated with the goals and priorities of the Association.

B. Carry out other duties as assigned by the President or the Board.

C. In the absence of, or in the event of incapacity of, the President, the President-Elect shall assume the duties of the President.

D. Take the office of President at the conclusion of their term as President-Elect.

Section 3. Past-President

The Past-President shall:

A. Take the office at the conclusion of their term as President.

B. Advise and assist the President by providing continuity to the operations of the Association.

C. Serve as the Association's representative to the NYS Geospatial Advisory Council, unless other representation is determined by the Board.

D. Carry out other duties as assigned by the President or the Board.

E. In the absence of, or in the event of incapacity of, both the President and the President-Elect, the Past-President shall assume the duties of the President.

Section 4. Secretary

The Secretary shall:

A. Serve at the pleasure of the Board.

B. Maintain a current roster of members of the Association.

C. Attend and coordinate Association and Board meetings, and prepare and report minutes.

D. Carry out any other duties as assigned by the President or the Board.

E. Notify membership of elections, nominations, and amendments to Bylaws at Association meetings.

Section 5. Treasurer

The Treasurer shall:

A. Serve at the pleasure of the Board.

B. Receive and disburse funds, and provide a treasurer's report at Association and Board meetings.

C. Provide the budgeting necessary and maintain accounts that shall be open to review and approval by the Board.

D. Maintain financial records and prepare financial reports as necessary including an annual financial report available to the membership.

E. Carry out any other duties as assigned by the President or the Board.

Article VI - Association Meetings

Section 1. Annual Meeting

There shall be an Annual Meeting of the Association at a location and date to be determined by the Board. Notice for the meeting shall be made to all members not less than 60 days prior.

Section 2. Special Meetings

The Board may call for special meetings of the Association. Notice of such meetings shall be made to all members not less than 30 days prior.

Section 3. Quorum

At all meetings of the Association, 10% of members in good standing shall constitute a quorum. In the event there is less than this number, the presiding officer shall adjourn the meeting until such time as a quorum is present. No official business shall be conducted if a quorum is not present. If a quorum cannot be obtained, the subject matter shall be added to the agenda of the next Annual or Special meeting.

Section 4. Notice

Official communications from the Association to Members regarding nominations, elections, meetings, Bylaws amendments, or other business matters shall be by any means approved by the Board, provided that there is sufficient means for each Member to receive such Notices, to the most recent contact information maintained by the Association.

Section 5. Minutes

Minutes of Association meetings shall be made available for member review for at least 30 days, after which they may be corrected and approved by the Board of Directors at a subsequent Board meeting.

Article VII - Books and Records

Section 1. Access

The Association Secretary and Treasurer will maintain business and financial documentation of the Association. Requests for the review of these materials shall be made to the current Association President or Secretary. An annual Association Treasurer's Report will be made available to all members on or before each Annual meeting.

Section 2. Audit

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 VIII - Committees

The purpose of the committees is to coordinate the work of and accomplish the purposes of the Association. The President may establish committees with the approval of the Board, and appoint members to serve on such committees as deemed necessary to carry out the purposes of the Association. The chairs of the committees shall be appointed by the Board for a one-year term. The Board shall have the authority to determine and assign the scope of activities to be carried out by each committee, and may abolish any committee at any time.

Article IX - 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 Bylaws and any special rule of order the Association or the Board may adopt.

Article X - Amendment of Bylaws

At the Board's recommendation, these Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) majority of votes cast by the members in quorum at a meeting of the Association, provided that a copy of any proposed amendment(s) is included in the Notice for the meeting.