

**Date:** Wednesday, April 1, 2015

**Subject:** Board of Directors Teleconference

**Board Members Present:** Mickey Dietrich, Susan Nixon, Julia O'Brien, Julie Tolar, Carol Zollweg

**Committee Chairs and Officers Present:** Michelle Debyah

**Guests Present:** Bill Johnson

**Not Present:** Rich Quodomine, Pete Walsemann, Christa Hay

**Minutes:** The teleconference meeting began at 12:02 PM.

A Bylaws Review Committee (comprised of Bill Johnson, Julie Tolar, and Michelle Debyah) was formed to review and update the Bylaws of the NYS GIS Association. The April Board of Directors Meeting was dedicated to review of the proposed Bylaws. Bill Johnson led the discussion by providing an overview and explanation of the changes proposed.

#### Article I - General Provisions

The name of the organization was confirmed to match the incorporation papers. The rest of Article I is typical of bylaws, including an explanation of incorporation (not for profit), and address (website). The Savings Clause was moved from the end of the current Bylaws to Article I.

#### Article II - Purpose

Article II is mostly intact. The Mission and Purpose from the current Bylaws was combined. The third sentence in the Purpose will be removed as it is redundant to item D.

#### Article III - Membership

Article III allows the Board to establish member categories, and defines "member in good standing". Language from the current Bylaws regarding voting has been moved to Article VI - Association Meetings. Wording requiring board members, officers and committee chairs to be members in good standing will be added. The Board needs to determine if it should be required for committee members.

The dates defining the membership year will be replaced to be as established by the Board. The requirement to pay 30 days prior to the Annual Meeting will be removed.

#### Article IV - Board of Directors

Language requiring Board Members to participate in one or more committees will be removed. Participation is expected, but it can take varying forms, so it will be handled by the Board rather than the Bylaws.

"No Board member shall hold more than one office at a time" will be reworded to clarify that any Board Member except the President, President-Elect, and Past-President can be appointed as an officer.

Clarification will be made that vacancy appointments serving the remainder of a term and are not considered an “elected term”. To avoid a limiting a President to a shortened term in the event a President vacates, the President-Elect will assume the duties of the President but not become President until the Annual Meeting. A special election will be held to fill a vacancy of the President-Elect.

Voting should not be done by email. Board meetings should be held in person or via telephone or other electronic means that enable all participants to hear and speak to all other participants so that debate and amendments can be made. If something must be handled outside of a regular Board Meeting, a Special Meeting should be called or a memorialization action may be taken. Actions taken under the memorialization clause are taken at risk until memorialized at a subsequent board meeting.

A quorum is a majority of the Board and must be maintained during the meeting. If a Board Member leaves the call and the quorum is lost, no official business shall be conducted.

#### Article V - Duties of Officers

Article V is mostly intact, with only a couple minor wording changes.

#### Article VI - Association Meetings

The Bylaws Review Committee discussed at length the 10% condition as a quorum. Fluctuation in membership makes a hard number difficult to establish, so it was decided to keep 10%. However, the Committee cautions that 10% for a quorum could be hard to reach in the future as membership grows.

Section 5 Fiscal Year will be moved up, possibly to Article I.

Section 6 allows the Board to approve Association meeting minutes after a 30 day review period instead of waiting an entire year.

#### Article VII - Books and Records

Article VII is mostly intact, with only a couple minor wording changes.

#### Article VIII - Committees

This section has been reworded to clarify that committee chairs and members are appointed by the Board. A sentence will be added allowing the Board to disband committees.

#### Article IX - Parliamentary Authority

This wording is based on Robert’s Rules of Order.

#### Article X - Amendment of Bylaws

The new wording is fairly standard. At recommendation of the Board, the Bylaws can be amended by a 2/3 majority of votes at an annual or special meeting of the Association.

The Bylaws Review Committee will meet again to incorporate the Board recommendations into the proposed Bylaws, which will be sent out for final review.

A motion was made by Julie to adjourn the meeting. Motion was seconded by Carol. Motion carried unanimously.

The meeting adjourned at 1:15 PM.