

# Maine GIS User Group Bylaws

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## **Article I. General Provisions**

### **Section 1. Name**

The name of this body shall be the Maine GIS User Group (hereinafter "Group" or "User Group").

### **Section 2. Incorporation**

The Group is organized as a Maine not for profit organization in and subject to the laws of the State of Maine.

## **Article II. Purpose**

### **Section 1. Purpose**

The purpose of the Maine GIS User Group is to encourage coordinated development and effective use of geographic information and related technologies. The Group's purposes may embrace other types of information and technologies as may be appropriate. The Group's activities may include, but are not limited to, the advocacy of GIS users' interests and the support of the membership in their individual initiatives, increase public and private awareness, education, research, professional development, and the promotion and/or development of policies, standards, and guidelines. The Group shall serve as a facilitator of coordination activities. Participation in the Group shall not preclude other coordination activities or taking positions that may be inconsistent with those adopted by the Group. The Group shall also foster increased understanding and interest in the development, operation and maintenance of geographic information and geographic systems. The User Group's efforts and focus include the following areas:

#### **A. Policy**

1. To provide a unified voice on geographic data and information technology issues.
2. To actively promote geographic information integration and systems development.
3. To provide information on geographic data and technology issues to public and private decision makers.

#### **B. Liaison and Networking**

1. To promote interaction and cooperation among User Group members, federal, state, regional and local governments, professional associations, and public and private sector groups.
2. To provide an information clearinghouse of the activities of members or other activities of interest to the Group.

#### **C. Research**

1. To study geographic information issues.

2. To provide a forum for examining new geographic information and technology issues and ideas.

D. Education and Public Relations

1. To develop and help others develop a variety of educational programs and materials on geographic information and technology issues.
2. To promote public understanding of the Maine GIS User Group and geographic information and technology issues through a variety of media.

## Article III. Membership

### Section 1. Qualification of Members and Membership Fees

- A. All membership fees, regardless of class of membership, will be recommended by the Board of Directors and authorized by a vote from the membership.
- B. Annual membership fees are payable July 1 of each year. Notices of renewal shall be sent to members no later than June 1. Notices of renewal may be sent by mail or email.
- C. The fees of new members joining on or after April 1 shall be credited to the next membership year with all rights and privileges of membership commencing on the date of joining the group.
- D. Members who fail to pay their fees by August 1 shall be notified by the Secretary, and if payment is not made by September 1 shall, without further notice, lose all privileges of membership. Late notices may be sent by mail or email.

### Section 2. Classes of Membership

A. Regular Member

A regular membership may be available to any individual. As a condition of participation, all individual members shall pay an annual membership fee to the Group for the purpose of advancing the mission of the User Group.

B. Student Member

Student membership is available to anyone enrolled in an accredited learning institution or school.

C. Life Member

A regular member, who, by reason of continuous and outstanding dedication to the Group and the GIS community, is found deserving by the membership committee may, with the unanimous concurrence of the Board of Directors, be declared a Life Member of the Group. Regular fees for membership shall be waived for life members.

D. Sustaining Member

A Sustaining Member may be any corporation, institution, partnership, sole proprietor or individual involved in geographic information systems willing to provide an annual membership fee for the purpose of supporting and advancing the mission of the group. The Board can, by majority vote, set incentives and other benefits to Sustaining Members.

Sustaining Members must name one person as the regular member upon joining or renewing the membership.

#### E. Honorary Member

Any person, who is not or has not ever been a member of the group, and who, by reason of many years of outstanding dedication to the Group, is found by the membership committee may, with the unanimous concurrence of the Board of Directors, be declared an Honorary Member of the Group. Honorary Members shall receive all the rights and privileges of a regular member, except the right to vote and shall not be eligible to hold an elected position in the Group. An honorary member shall pay no membership fees.

## **Article IV. Meetings**

### **Section 1. Regular Business Meetings**

Regular Business meetings will be held at least two times per annum. Notice of time, place and agenda shall be given to members at least thirty days in advance of the meetings. Business meetings may be held in conjunction with other meetings and conferences as determined by the Board of Directors. One meeting of each year will be an expanded annual meeting. There will be no cost to members to attend regular business meetings. There may be a cost to attend other meetings and conferences held in conjunction with the business meeting.

### **Section 2. Annual Business Meeting**

An annual business meeting, to include voting on new Officers and/or new Board of Directors will be held in conjunction with one of the regular meetings and will be open to all members. There will be no cost to members to attend the annual business meeting. There may be a cost to attend other meetings and conferences held in conjunction with the annual business meeting.

### **Section 3. Special Business Meetings**

Under extenuating circumstance, special business meetings can be held at the discretion of the Board as they deem in the best interests of the organization. Notice of time, place and agenda shall be given to members at least seven days in advance of the meeting.

### **Section 4. Locations of Business Meetings**

The Board will make every effort to schedule meetings in diverse areas of the state.

### **Section 5. Quorum**

A quorum will consist of 25% of the membership eligible to vote.

## Section 6. Voting

### A. Voting

It may be necessary from time to time for an issue to go to vote. Voting may either be held at business meetings or mail as described in paragraphs B and C of this section.

### B. Voting at the Annual, Regular or Special Business Meetings

Voting may take place during any regular, annual, or special meetings if a quorum is present. All attending members eligible to vote may participate in any votes. No proxy votes will be accepted. Votes may be conducted by secret ballot or by hand count. Votes shall be by simple majority.

### C. Voting by Mail (or Electronic Means)

Voting on issues may be conducted via mail in accordance with these bylaws. Mail voting shall be closed on a date set by the board, no less than 30 days from mailing date of notices to membership. Ballots received after the closure date will not be included. The Chair shall appoint a committee of 3 Board members to count the ballots. The counting of the ballots shall be done no later than 10 days after the closing date

## Section 7. Procedure

The Chair shall act as the presiding officer of all meetings. In the case of the Chair's unavailability, the Vice Chair shall preside. Parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the members present.

## Section 8. Order of Business

The order of business at the meetings shall be as follows:

- A. Call to order
- B. Adoption of the minutes of the last meeting
- C. Reports of Officers
- D. Reports of Committees
  - a. Standing
  - b. Special
- E. Unfinished Business
- F. New Business
- G. Adjournments

## Article V. Board of Directors

### Section 1. Management

The Board of Directors shall have supervision, control and direction of the affairs as determined by the Group and shall carry out its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of business as shall be deemed advisable,

and may, in execution of the powers granted, appoint such agents as it may consider necessary. The Board may delegate powers to the officers, staff and committees as it deems necessary for the administration of the affairs of the Group.

## **Section 2. Composition**

The Board shall be composed of five Officers and four Board members at large. The Officer positions shall be Chair, Vice Chair, Secretary, Treasurer, and Education Coordinator. Chair, Vice Chair, Secretary, Treasurer and Education Coordinator terms shall be for two years. The four "at large" Board members will serve two year terms. There shall be no majority of the Board from a single organization or sector of the GIS community. The Nomination Committee must take the possibility of this into account when establishing candidates.

## **Section 3. Elections**

At each annual meeting held in an even year there shall be elected by ballot a Chair, Vice Chair, Secretary, Education Coordinator and Treasurer. At each annual meeting held in an odd year there shall be elected by ballot the four at-large Directors. Elections are expected to be conducted at business meetings but may be conducted by mail in accordance with the procedures set forth in Article IV, Meetings, Section 6, Voting if deemed necessary by the Board. Any Director shall be eligible for re-election. Terms shall expire with the adjournment of the annual meeting two years after which the Officer or Director is elected.

## **Section 4. Officers**

### **A. Chair**

The Chair shall be the principle officer of the User Group, shall preside over the meetings of the Group and the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. The Chair shall solicit members for, and preside over, the Sponsorship Committee. The Chair shall perform such duties as are necessarily incidental to the office of Chair or as may be prescribed by the Board of Directors. The Chair shall take office upon the adjournment of the annual meeting when elected and the term shall expire upon the adjournment of the annual meeting two years after being elected as Chair.

### **B. Vice Chair**

The Vice Chair may be delegated by the Chair to perform duties of the Chair in the event of the Chair's temporary disability or absence from meetings, and shall have such other duties as the Chair or Board may assign. Additionally, the Vice Chair shall solicit members for, and preside over, the Program Committee. The Vice Chair shall take office upon the adjournment of the annual meeting when elected and the term shall expire upon the adjournment of the annual meeting two years after being elected as Vice Chair.

### C. Secretary

The Secretary shall give notice of and attend all meetings of the User Group to keep a record of the proceedings; to attest to documents, and perform such other duties that are usual for such office or as may be duly assigned. Additionally, the Secretary shall preside over the Publicity Committee. The Secretary shall be elected to the Board for a two year term. The Secretary shall take office upon the adjournment of the annual meeting when elected and the term shall expire upon the adjournment of the annual meeting two years after being elected as Secretary.

### D. Treasurer

The Treasurer shall keep an account of all moneys received and expended for the use of the Group and shall make disbursements authorized by the Board. The Treasurer shall deposit all sums into a financial institution approved by the Board. An independent audit may be conducted annually or at the direction of the Board or the Group. The report of the audit and corrective action taken (if any) shall be presented by the Treasurer at the next annual meeting of the Group, following completion of the audit or when called upon by the Chair. The Treasurer shall make monthly reports of the Groups finances available to the Board of Directors at Board meetings. Additionally, the Treasurer shall preside over the Membership Committee. The Treasurer shall be elected to the Board for a two year term. The Treasurer shall take office upon the adjournment of the annual meeting when elected and the term shall expire upon the adjournment of the annual meeting two years after being elected as Treasurer.

### E. Education Coordinator

The Education Coordinator will be responsible for gathering information on member training interests, for determining any training as may be appropriate for host by the User Group, for arranging these training sessions, and for collecting and disseminating information on educational opportunities. The Education Coordinator shall preside over the Scholarship Committee to support his/her activities. To facilitate coordination of efforts, the Education Coordinator shall also sit as a member of the Program Committee. The Education Coordinator shall be elected to the Board for a two-year term. The Education Coordinator shall take office upon the adjournment of the annual meeting when elected and the term shall expire upon the adjournment of the annual meeting two years after being elected as Education Coordinator.

## **Section 5. Board Meetings**

Except that the Board shall have a business meeting at the time and place of the annual meeting, the Board shall meet upon call of the Chair at such times and places as may be designated, or shall be called to meet upon demand of the majority of the members. Board meetings may be conducted by telephone conference. Board meetings are open to all members.

## **Section 6. Quorum**

A majority of the whole Board shall constitute a quorum at any meeting of the Board. In case there is less than this number, the presiding officer may adjourn the meeting until a quorum is present.

## **Section 7. Absence**

Any member of the Board unable to attend a meeting shall notify the Chair. If a Director is absent for two consecutive meetings for reasons which the remaining members of the Board have failed to declare sufficient, the member's resignation shall be deemed to have been tendered and accepted.

## **Section 8. Compensation**

Directors shall not receive any compensation for their services as Directors. Directors may receive reimbursement for actual expenses incurred in the performance of User Group duties. Travel and mileage expense will not qualify for reimbursement.

## **Section 9. Resignation and Removal**

Any director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein or at the time of acceptance if no such time is specified. Any director may be removed by a majority vote of the Group members at any regular or special meeting at which a quorum is present.

## **Section 10. Vacancies**

Any vacancies that may occur on the Board may be filled at the discretion of the Chair for the unexpired term, subject to the approval of the Board.

# **Article VI. Committees**

## **Section 1. Commission**

The Chair may establish committees with the approval of the Board and appoint active Group members to serve on such committees and subcommittees as deemed necessary to carry out the purpose of the User Group.

## **Section 2. Nominating Committee**

The Chair, with the approval of the Board will annually establish a Nominating Committee and designate one active member as chairperson. The entire membership will receive notice of the name, address and phone number of the chairperson at least 30 days before the election. The Nominating Committee will prepare a slate of candidates for open Board positions utilizing the following procedures:

- A. The Nominating Committee will accept nominations for each open office up until the beginning of the meeting in which elections shall be held. The entire membership will receive notice of the last date that nominations will be accepted at least 15 days before the election. This notice may be effectuated by publication on the Group's website, by emailing or by mailing to the last known address of each member.
- B. At least one candidate will be nominated for each vacancy.
- C. To be competent to stand for election each nominee must agree to serve if elected.
- D. Write-in candidates are allowable as long as the candidates meet the requirements for being a Director in accordance with the procedures provided for in Article V, Board of Directors Section 1, Management and Article V, Board of Directors, Section 2, Composition.

This procedure may be waived by a majority vote of the voting membership of the User Group.

### Section 3. Standing Committees

#### A. Sponsorship Committee

The Sponsorship Committee shall be responsible for generating and managing the sponsorship of Group activities, which include but are not limited to meetings, special events, and any advertising as directed by the Board. The Chair of the Board of Directors shall solicit and appoint members for this committee and shall preside over it.

#### B. Program Committee

The Program Committee shall be responsible for developing and carrying out the programs and facilities for each User Group meeting, including the expanded annual meeting. The Education Coordinator shall sit as a member of this committee. The Vice Chair of the Board shall solicit and appoint members for this committee and shall preside over it.

#### C. Publicity Committee

The Publicity Committee shall be responsible for creating and maintaining the organization's website. This committee will develop rules and standards for the website, including advertising policies. These rules, standards and policies will be subject to approval by the Board. The Secretary of the Board shall solicit and appoint members to this committee and shall preside over it.

#### D. Membership Committee

The Membership Committee shall be responsible for soliciting and tracking Group membership, maintaining the User Group membership database, and for responding to requests for information on members, as appropriate. The Treasurer of the Board shall solicit and appoint members to this committee and shall preside over it.

#### **E. Scholarship Committee**

The Scholarship Committee shall be responsible for distributing, accepting and reviewing scholarship applications and recommending scholarship recipients for final approval by the Board. The Education Coordinator of the Board shall solicit and appoint members to this committee and shall preside over it.

### **Article VII. Indemnification**

#### **Section 1. Indemnification**

The User Group may, by resolution of the Board of Directors provide indemnification by the Group of any and all of its Directors or former Directors against any expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a Director of the Group, except in relation to matters as to which such Director or former Director shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### **Article VIII. Affiliation**

#### **Section 1. Affiliation**

The User Group may affiliate with one or more other organizations or institutions to further the purposes of the Group. Any such affiliation must be approved by a majority vote of the User Group members. All votes on affiliation shall be by ballot and may be conducted by mail. Withdrawal of affiliation or de-certification of affiliation must also be approved by a majority vote of the members.

### **Article IX. Dissolution**

#### **Section 1. Dissolution**

The User Group shall use its funds only to accomplish the purposes specified in these bylaws, and no part of said funds shall inure, or be distributed to the members of the Group. On dissolution of the Group any funds remaining shall be distributed to one or more regularly organized educational, governmental, or scientific organizations to be selected by the Board of Directors at the time.

## Article X. Amendments

### Section 1. Amendments to Bylaws

Upon proposal by the Board, these bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote as described in Section 2. Procedure.

### Section 2. Procedure

#### A. Amendment by Members at the Annual Business Meeting

These bylaws may be amended at the annual business meeting of the Group by  $2/3$  of the members present, provided that a copy of any proposed amendment shall be mailed to the last recorded address or emailed to the last recorded email address of each member at least 20 days prior to the meeting.

#### B. Amendment by Mail (or Electronic Means)

These bylaws may be amended by mail vote by  $2/3$  of the ballots received. Mail voting shall be closed on a date set by the board, no less than 30 days from mailing date of notices to membership. Ballots received after the closure date will not be included. The Chair shall appoint a committee of 3 Board members to count the ballots. The counting of the ballots shall be done no later than 10 days after the closing date

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3<sup>rd</sup> Draft Date: February 14, 2008

4<sup>th</sup> Draft Date: July 28, 2008

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