

NEVADA GEOGRAPHIC INFORMATION SOCIETY

BYLAWS

Approved by NGIS Board – October 12, 2018

Approved by NGIS Membership – October 18, 2018

ARTICLE I

NAME

The name of this non-profit organization is the Nevada Geographic Information Society, hereinafter referred to as "NGIS".

ARTICLE II

PURPOSE

NGIS exists to promote professionalism, cooperation, mutual assistance and sharing of knowledge and experience by providing a forum for the exchange of ideas, information and technology as they relate to the advancement of geospatial data and technology within the State of Nevada.

OBJECTIVES

A. Education

Stimulate and encourage the advancement of an interdisciplinary approach to planning, designing, and operating urban and regional geospatial information systems without political, social, financial or national bias.

B. Collaboration

Foster the exchange of ideas and studies focused on the planning, operation, and consequences of such information systems.

C. Professionalism

Promote professional interaction, stimulate research, encourage publication, and champion the advancement of its members and other organizations having related objectives.

D. Equal Opportunity

Be mindful of the undesirable effects of institutionalized discrimination. Conduct activities on a fair and equitable basis without bias. Encourage and promote equal opportunity participation in all NGIS activities.

E. Political Activity

NGIS may provide testimony or participate in limited lobbying to influence legislation but shall not expend a substantial part of its budget in these matters; nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is the responsibility of individual NGIS members, officers and

duly appointed representatives participating in any legislative process to be aware of legal and professional limits.

ARTICLE III

MEMBERSHIP

A. Eligibility

Any individual or organization with an interest in the field of geographical information systems or geospatial data and approving of the objectives of NGIS shall be eligible for membership in NGIS.

B. Categories

1. Regular or Individual: Any individual interested in the mission and objectives of NGIS paying dues for a given year.
2. Corporate: Any business interested in the mission and objectives of NGIS paying dues for a given year.

C. Duration

All members shall hold membership for a period of one year unless otherwise specified in these bylaws.

D. Rights and Privileges

All dues-paying members shall have full voting rights. Only dues-paying members that are members in good standing may hold elected office. Members shall be informed of the activities and progress of NGIS through annual or more frequent reports, newsletters, and/or NGIS meetings.

E. Dues

Initial NGIS dues for each defined membership category shall be established by the NGIS Board of Directors, hereinafter referred to as "the Board." Thereafter, any change in NGIS dues must be approved by the membership.

ARTICLE IV

MEETINGS

A. Business Meetings

NGIS shall hold a Business Meeting at the NGIS Conference. Location, date, and time of Business Meetings must be announced at least 30 days in advance of the meeting.

B. Special Meetings

Special Meetings of the NGIS may be called at any time by the President, at the request of a majority of the Board or upon the written petition of ten percent or more of the members in good standing. Location, date, and time of Special Meetings must be announced at least 30 days in advance of the meeting.

C. Quorum

At any meeting of NGIS, a quorum shall consist of ten or ten percent, whichever is greater, of the members in good standing.

D. Voting

At all meetings of NGIS membership, all members not otherwise restricted by a special membership category and in good standing shall have one vote. Unless otherwise specifically provided by these Bylaws, a majority vote of the members present and voting shall govern.

E. Rules of Order

The current edition of "Robert's Rules of Order" governs NGIS in all parliamentary situations that are not provided for in the NGIS Bylaws.

ARTICLE V

GOVERNING BODY

Section 1 Officers and Directors

- A. The governing body of this organization shall be the eleven-member Board of Directors.
- B. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and seven directors elected by the members. Directors shall serve without compensation.
- C. The Board of Directors shall consist of four Officers:

- 1. President

The President shall be elected to serve one term¹. The President may be re-elected for no more than four consecutive terms. The President shall be the chief elected officer and the official spokesperson for the NGIS and shall preside at all meetings of the Board and NGIS membership. The President may make and sign contracts and agreements, in the name of NGIS, with approval of the Board and in accordance with guidelines set forth by the Board. The President must be an active member in good standing.

¹ Term is defined as the duration of time between Business Meetings. Time frame may vary.

2. Vice-President

The Vice-President shall be elected to serve one term. The Vice-President may be reelected for no more than four consecutive terms. The Vice-President assumes the duties of the President in the absence of the President and performs other duties as the President and Board recommend. The Vice-President must be an active member in good standing.

3. Secretary

The Secretary shall be elected to serve one term. The Secretary shall prepare accurate minutes of all NGIS and Board proceedings and meetings. The Secretary will keep and file copies of all NGIS, Board, and Committee meeting agendas, minutes, final reports, financial reports, and correspondence. The Secretary must be an active member in good standing.

4. Treasurer

The Treasurer shall be elected to serve one term. The Treasurer shall be responsible for managing NGIS finances and shall handle NGIS funds in accordance with procedures established by the Board. The Treasurer shall be responsible for the verification and filing of the Annual NGIS Report, which includes NGIS's financial statement, and shall be responsible for all other reports and filings as required by other agencies. The Treasurer must be an active member in good standing.

D. Seven Directors shall be elected from the membership for two terms on a staggered basis. Directors must be active members as defined in Article III (D) and represent a diverse crosssection of the GIS community.

E. The Board of Directors shall act as an advisory board to the President, and shall assist in formulating policies and procedures, and have full supervision and control over all NGIS business affairs, so far as this delegation of authority is consistent with the laws of the State of Nevada, the Society's Charter, Constitution and Bylaws.

Section 2 Meetings of the NGIS Board of Directors

A. Designated Meetings

The first meeting of the Board shall be held following the Business Meeting of members. The final meeting of the Board shall be held prior to the Business Meeting of its members.

B. Regular Meetings

In addition to designated meetings, the Board will hold a minimum of four quarterly meetings throughout the year. The place and time of such meetings will be determined by the Board, provided a ten-day written notice is sent to each Board member.

C. Special Meetings

Special meetings of the Board may be held at any reasonable time and place if called by the President or by any five members of the Board. Ten days prior written notice of such meeting, stating the purpose thereof, shall be sent to each Board member by the Secretary. No other business may be conducted thereat.

D. Meeting Notification

Meetings of the Board may be held at any time without formal notice; provided all the members are present and those not present have waived notice thereof. Such meetings shall be held at such time and place as the notice thereof or waiver may specify.

E. Meeting Votes

Business transacted shall require a majority vote of the Directors present, unless a different vote is required by these Bylaws.

F. Quorum of the Board

A majority of the eleven members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but a lesser number may adjourn any meeting from time to time. Notice shall be given to all members of the Board of the time and place of any such adjournment.

G. Business of the Board

NGIS Board business may be conducted by mail, email, FAX, or telephone.

Section 3 Procedures

A. Elections

Prior to the Business Meeting, all nominations for Officers and Directors shall be presented to the Board by the Nominating Committee. The ballot of nominees shall be presented to the membership for voting prior to the Business Meeting, and the results of the voting shall be announced at the Business Meeting. The nominees for all Officer and Director positions shall be active members in good standing. No member shall hold more than one elected office during a term.

B. Tenure of Officers and Directors

Officers and Directors shall assume office on the first day following the Business Meeting. Officers shall be elected to serve for one term. Directors shall be elected to serve for two terms. Officers and Directors shall serve without compensation.

C. Vacancy

In the event of a vacancy in the office of the President, other than expiration of tenure, the Vice-President shall automatically succeed to the Presidency. Vacancies in any other elective office may be filled by the Board for the balance of the remaining term, at any regular or special Board meeting.

D. Removal

Any Officer or Director may be removed from office by the Board if, after a due and proper hearing, they are found guilty by the Board of neglect of duty, improper conduct, violation of these Bylaws, or other causes as defined by the Board. Removal of any Officer or Director shall require a two-thirds vote of all Board members.

E. Liability

No Officer of this Society shall incur any liability on behalf of NGIS except with the approval of the Board; in any case, the amount shall not exceed that available in the NGIS treasury.

F. Vacancy

A vacancy of any elected position on the Board shall be filled by the Board for the unexpired portion of the term, except as otherwise stated by these Bylaws.

ARTICLE VI

SPECIAL COMMITTEES

A. Special committees of the NGIS shall include:

1. Conference Committees with a set duration and a committee Chairperson and committee Secretary appointed by the President and approved by the Board. Duties of the committee Chairperson include developing and hosting an NGIS conference, workshop, or other event and other duties as defined by the Board. Duties of the committee Secretary include preparing committee meeting agendas and minutes, and forwarding copies of agendas, minutes, budgets, reports, and other committee correspondence to the NGIS Secretary.
2. Other committees as needed to deal with special topics including, but not limited to, communications, finance, membership, and publications may be established as needed by the President with approval of the Board. The President, with approval by the Board, shall establish the duties, duration, and membership of such committees as appropriate to support the needs of NGIS.

ARTICLE VII

Section 1

Proposal of Amendments

Amendments to these Bylaws may be proposed by one of the following means:

- A. Resolution passed by two-thirds vote of the Board of Directors.
- B. Written proposal signed by fifteen members of the Society.

Section 2 Consideration of Amendments

Proposed amendments shall be published in the NGIS newsletter and/or to the NGIS website no later than 10 days before a properly called Business Meeting. Copies of the proposed amendments also will be distributed to members at the beginning of the Business Meeting. At the Business Meeting the proposed amendments shall be passed upon receipt of a two-thirds affirmative vote of present and voting active members.

ARTICLE VIII

AFFILIATED ORGANIZATIONS

- A. Any active provincial, municipal, regional or national organization whose interests and purposes are similar to those of NGIS may, on request and on approval of the Board, become affiliated with NGIS to work together more effectively in the achievement of their common goals.
- B. The Board shall determine what privileges of NGIS may be granted to affiliates.
- C. The Board may sever the affiliation of the organization with NGIS when it is no longer in the best interests of the organization and after notification to its officers that termination has been voted by the Board.

ARTICLE IX

DISSOLUTION

NGIS may be dissolved at any time by the written consent of not less than two-thirds of the members. In the event of the dissolution, whether voluntary or involuntary, or by operation of law, no property, assets, nor any proceeds of NGIS shall be distributed to any members of the NGIS. But after payment of the debts, its property and assets shall be given to one or more organizations of similar exempt purpose within the State of Nevada. This to be determined by the Board prior to dissolution of the organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).

ARTICLE X

OPERATION LIMITATIONS

Notwithstanding any other provisions of these articles, the NGIS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Ehrenberg, 2004

Hagan, 2010 Update Article V, Section 2, Paragraph G, Subparagraph 2

Hagan, 2013 Update Article III, Paragraphs B and C

Hagan, 2013 Update Article V, Section 1, Paragraphs A, C, and D Section 2,
Paragraphs A, B, C and G Subparagraph 6

Hagan, 2013 Update Article VI

Zaepfel, 2018