

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

ARTICLE I – GENERAL PROVISIONS

Section 1. Name: The name of this body shall be the National States Geographic Information Council, Inc., (hereinafter referred to as “NSGIC” or “Council”).

Section 2. Incorporation: The Council is organized as a Wisconsin Not For Profit Corporation, incorporated in and subject to the laws of Wisconsin.

Section 3. Location: So long as it remains a Wisconsin Corporation, the Council shall establish and maintain, at a minimum, a principal office, a physical address, and registered agent within the United States, in accordance with Wisconsin Statute.

ARTICLE II – PURPOSE

Section 1. Statement of Purpose: The purpose of the National States Geographic Information Council is to encourage effective and efficient government through the coordinated development of geographic information and technologies to ensure that information may be integrated at all levels of government. The Council's purposes may embrace other types of information and technologies as may be appropriate from time to time. The Council's activities may include, but are not limited to the advocacy of state interests and the support of the membership in their individual initiatives, increase public and private awareness, education, research, professional development, and the development of policies, standards and guidelines. The Council shall serve as a facilitator for coordination activities. Participation in the Council shall not preclude members from other coordination activities or taking positions that may be inconsistent with those taken by the Council. The Council shall also foster increased understanding and interests in the development, operation and maintenance of geographic information and geographic and land information systems.

ARTICLE III - MEMBERSHIP

Section 1. Definition of Member States and Members:

- A. NSGIC is an organization with Members and Associate members defined as follows. A. A “Member” shall be a dues-paying representative (hereinafter also referred to as a “Member in good standing”) of a state, commonwealth, the District of Columbia, territory, protectorate, or other individual representing the state. State coordinating council representatives are considered Members. B. An

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

“Associate Member” shall be a dues-paying representative of a federal agency, local or regional government or governmental organization, federally recognized tribal government, sponsor, academic institution, or non-profit organization. C. A “Member State” shall refer to a state or other entity described in section 1(A) above that has at least one Member in good standing.

Section 2. Member State Representation:

- A. A Member State shall have a minimum of one Member, but may be represented by a delegation of any number of Members. B. A Member State shall have one vote. C. A Member State shall have one, and only one, “Lead Delegate” who is eligible to vote on questions before the Council. For the purposes of the Council, the Lead Delegate shall be that Member designated by the Governor, Legislature, Technology Office, Coordinating Council, or other authority recognized within the Member State to provide leadership in the development and use of geographic information and related technologies. D. In the absence of an officially determined designee, the delegation from the Member State shall caucus to designate a Lead Delegate, who will, to the best of his/her/their ability, fairly and equitably represent the interests of the various constituent groups of the Member State, including its state, local, federal, and tribal agencies and organizations; boards, councils, or other such committees and organizations; and commercial enterprises that provide for the development and use of geographic information and related technologies within the Member State. E. The Lead Delegate shall be a Member in good standing. F. If no Lead Delegate is designated by a Member State, that Member State shall be ineligible to participate on questions before the Council or to conduct Council business on behalf of the Member State.

Section 3. Membership Categories and Dues:

- A. Any Member or Associate Member in good standing is encouraged to participate in all NSGIC activities, to work on NSGIC committees, and, if eligible, to serve as an Officer or Director of the Council. B. The Board of Directors shall determine Membership Categories and the dues level, privileges, benefits, and limitations accorded to each Membership Category. C. Current year Dues are due on the first day of the Council’s Annual Meeting or by October 1 of each year, whichever date is later. Members who pay their dues by the due date shall be considered in good standing, and shall receive all privileges of membership. D. Members who fail to pay their dues by the due date shall be in default. If payment is not received by December 31 of the year dues are payable, the Member shall without further notice lose all privileges of membership. Members shall be reinstated to good standing status upon payment of all outstanding dues.

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Duties: The Board of Directors (hereinafter, the “Board”) shall have supervision, control, and direction of the Council’s affairs, shall carry out policies or changes therein within the limits of the Bylaws, shall actively prosecute the Council’s purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such policies, rules, and regulations for the conduct of its business as shall be deemed advisable, and may, in execution of the powers granted, appoint such agents as it may consider necessary. The policies, decisions, and actions of the Board shall be recorded. The Board may delegate powers to the officers, committees, and staff as it deems necessary for the administration of the affairs of the Council.

In its governing role, the Board represents the membership’s interests to NSGIC. Duties include: major decisions; legal compliance; safeguarding financial assets; selecting, assessing and providing guidance to the executive director regarding delivery of the Council’s advocacy and affairs; approving and monitoring a strategy for revenue; strategic direction and planning; and maximizing the use of resources for optimum efficiency and impact.

In its support role, Board members represent NSGIC’s interest to the community. Duties include: providing staff with advice on operational and programmatic issues; supporting the revenue strategy; representing NSGIC as ambassadors; and providing subject matter expertise for organization programs, projects, and publications.

Section 2. Composition: The Board of Directors shall be composed of three (3) Executive Officers (President, President-Elect, Past-President) and six (6) Directors. The Executive Officers and Directors shall have voting privileges. The Executive Officers and Directors shall remain Members in good standing throughout the duration of their respective terms of office. The Board members shall each represent a Member State and must be in good standing.

Section 3. Executive Officers: The Executive Officers of the Council shall be a President, President-Elect, and Past-President. The President-Elect shall serve the first year as President-Elect, the second year as President, and the third year as Past-President.

A. President: The President shall be the principal elected officer of the Council and shall preside at meetings of the Council and of the Board. The President shall perform such duties as are necessary to conduct the business of the office of President or as may be prescribed by the Board. The President shall be responsible for leading and working with the Board and Executive Director to ensure that strategic planning and foresight activities needed to ensure the future health of the organization are regularly discussed, documented, and acted upon. The President shall be a Board member ex-officio, including voting privileges, of all committees except the Election Committee. The President’s term of office shall commence upon adjournment of the Annual Meeting and shall expire upon adjournment of the next Annual Meeting. The President shall then assume the office of the Past-President.

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

Consecutive terms as President shall not be permitted. B. **President-Elect:** A President-Elect shall be elected annually. The President-Elect shall have such duties as the President or Board shall assign, and may be delegated by the President to perform duties of the President in the event of the President's temporary disability or absence from meetings, or other duties as delegated. The President-Elect shall be a Board member ex-officio, including voting privileges, of all committees except the Election Committee. The President-Elect's term of office shall commence upon adjournment of the Annual Meeting and shall expire upon adjournment of the next Annual Meeting. The President-Elect shall then assume the office of President. C. **Past-President:** The Past-President shall have such duties as the President or Board may assign. The Past-President shall be a Board member ex-officio, including voting privileges, of all committees except the Election Committee. The Past-President's term of office shall commence upon adjournment of the Annual Meeting and shall expire upon adjournment of the next Annual Meeting.

Section 4. Directors: Directors shall have such duties as the Council may assign to affect the performance of duties to carry out the purposes of the Council. Such duties may include, but are not limited to, input and oversight of legal and fiscal responsibilities, and strategic planning and foresight to ensure the ongoing health of the organization. Each Director shall serve a two-year term with three (3) Directors elected in odd numbered years, and three (3) Directors elected in even numbered years. Terms shall expire at the adjournment of the Annual Business Meeting. Directors shall be eligible for re-election to consecutive terms.

Section 5. Board Meetings: The Board shall meet upon call of the President at such times and places as may be designated, or shall be called to meet upon written demand of the majority of its members. Notice of all Board meetings shall be provided to each Board member at least seven (7) days in advance. This provision may be waived or changed upon unanimous consent of the Board. The usual parliamentary rules as provided in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws.

Board meetings may be conducted in person or by telephone conference call, videoconference, webcast, or other means of interactive communication, so long as all other conditions of meeting protocol are met. The Board shall schedule a regular meeting to be held in conjunction with the Annual Meeting of the Council.

Section 6. 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 7. Absence: A Board member unable to attend a meeting shall notify the President prior to the start of the meeting, provide the reason for the absence, and request to be excused. If a Board member is absent for two (2) consecutive meetings without an excused absence, or for any other reason(s) the Board declares insufficient, the Board may determine by a two-thirds (2/3) vote that the member's resignation has been tendered and accepted.

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

Section 8. Resignation and Removal: A Board member may resign at any time by providing written notice to the Board. Such resignation shall take effect at the time specified when tendered, or immediately upon acceptance if no time is specified. Any Director may be removed by two-thirds (2/3) vote of the Board at any regular or special meeting at which a quorum is present. If at any time during his/her/their term of office a Board member no longer represents a Member State, as defined by the Bylaws, then his/her/their resignation from office shall be immediately tendered and accepted. Failure to maintain status as a Member in good standing shall be a reason for removal.

Section 9. Vacancies: For a vacancy that occurs among the Directors or Past-President, the President shall appoint a Member in good standing within thirty (30) days to fill the remainder of the unexpired term, subject to the approval of the Board. In the event that the Board does not approve the President's vacancy appointment, a Special Election shall be held to fill the vacancy. The President-Elect shall fill a vacancy in the office of President for the remainder of the President's term of office. In the event of filling a vacancy in the office of President, the President-Elect shall be eligible to also complete the full term of office for which he/she/they was/were previously elected. A vacancy in the office of President-Elect shall require that a Special Election be held.

Section 10. Compensation: Board members shall not receive any form of paid compensation for their services. Board members may receive reimbursement for actual expenses incurred in the performance of duties conducted on behalf of the Council. Requests for reimbursement shall be itemized and supported by receipts or other documentation.

ARTICLE V - EXECUTIVE DIRECTOR

Section 1. Duties: The Executive Director reports to and serves at the behest of the Board of Directors. The Executive Director shall oversee the delivery of the strategic and daily operations of the organization as identified by the Board including, but not limited to: administration of the organization, programs, implementation of strategic plans, business development, revenue generation, communications, advocacy, and community engagement. The Executive Director shall partner with the Treasurer and Finance Committee in the development of an annual budget and investment plan. The Executive Director shall be responsible for assembling, leading, and managing all staff and contract positions, as well as vendors, within the confines of the budget approved by the Board or other Board authorization.

ARTICLE VI - ELECTIONS

Section 1. Notices: Official communications from the Council to Members regarding nominations, elections, meetings, affiliations, 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 Council.

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

Section 2. Nominations:

A. The President, with the approval of the Board, shall annually establish an Election Committee and designate one Member as Chairperson. B. The Election Committee Chairperson shall submit a Call for Nominations Notice to each Member no later than ninety (90) days before an election. C. Regular elections shall be held to coincide with the Annual Meeting of the Council. D. The usual offices open for regular election in any year are the President-Elect and three (3) Directors. If there are additional vacancies on the Board, these shall be open for election also. E. To the extent possible, the slate of candidates shall reflect a balanced geographic distribution of states or regions of the country. F. At least one candidate shall be nominated for each open office. G. To be considered eligible for election, a candidate must be a Member in good standing and agree to serve if elected. H. Nominations shall close thirty (30) days prior to the election date.

Section 3. Election Procedures:

A. The Election Committee Chairperson shall have the responsibility to collect candidate information and develop the voting ballot. The Election Committee Chairperson shall oversee that ballot information is correct and includes the name, current contact information, biographic profile, and platform statement of each eligible candidate. Notice of ballot and voting procedure shall be conveyed to all Members at least fourteen (14) days prior to the election date. B. Each Member State shall cast one ballot for each slate of candidates. Voting responses from Member States may be submitted by any means approved by the Board, or deposited in person at the Annual Meeting prior to the close of elections. If more than one ballot is cast by a Member State, and the Election Committee Chairperson cannot determine which ballot the Lead Delegate submitted, all votes by that state shall be declared null and void. The Election Committee Chairperson shall have the responsibility to oversee that elections are carried out in a democratic and fair manner, without bias or favoritism toward any candidate or Member State, and in accordance with the provisions of these Bylaws. C. The Election Committee Chairperson, with the approval of the Board, shall choose one other Member to assist with the ballot collection and the tabulation of votes. The assistant may be any Member that is not a candidate for office, and shall not be the current President or President-Elect.

Section 4. Election Results: The incoming President-Elect and Board members shall be determined by a majority of votes cast by Member States. In the case of a tie vote, the Election Committee Chairperson shall immediately call for a run-off election. The outcome shall be decided by a majority vote of the Member States present at the Annual Meeting. The Election Committee Chairperson shall certify the election results and shall publicly announce the winning candidates during the Annual Meeting. The Election Committee Chairperson shall provide notice of the election results to all Members as soon as possible after the close of elections.

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

Section 5. Special Elections: The Board shall have the authority to call Special Elections at such times as it deems necessary, as in the case of unanticipated vacancies, in order to maintain the orderly conduct of the Council's business. The Election Committee shall conduct the election within thirty (30) days of the Board's decision to call the Special Election, in accordance with other provisions of these Bylaws.

ARTICLE VII - OTHER COUNCIL OFFICERS

Section 1. Treasurer: The Treasurer shall keep an account of all moneys received and expended for the use of the Council and shall ensure disbursements are made in accordance with Board authorizations. The Treasurer shall ensure all sums are deposited into a bank account approved by the Board. The Treasurer shall work with the Executive Director to properly maintain the budgetary records and fiscal welfare of the Council. The Treasurer shall have the authority to direct an independent audit annually, or at other times at the direction of the Board. The Treasurer shall report the results of the audit and any corrective action taken at the next Annual Meeting of the Council, or when called upon by the Board. The Treasurer shall be appointed annually by the President, subject to the approval of the Board, for a term not to exceed one (1) year. The Treasurer's term shall commence upon adjournment of the Annual Meeting of the Council and shall expire upon adjournment of the next Annual Meeting. The Treasurer may be reappointed annually for unlimited consecutive terms. The Treasurer shall remain a Member in good standing for the duration of the term of office. The Treasurer is not a member of the Board of Directors and is ineligible to vote on Board matters.

Section 2. Secretary: The Secretary shall give notice of and attend all meetings of the Council, keep the official record of the Council's proceedings, attest to all official documents, and perform such other duties that are usual for the office or as may be duly assigned by the Board. The Secretary shall be appointed annually by the President, subject to the approval of the Board, for a term not to exceed one (1) year. The Secretary's term shall commence upon adjournment of the Annual Meeting of the Council and shall expire upon adjournment of the next Annual Meeting. The Secretary may be reappointed annually for unlimited consecutive terms. The Secretary shall remain a Member in good standing for the duration of the term of office. The Secretary is not a member of the Board of Directors and is ineligible to vote on Board matters.

Section 3. Compensation: The Treasurer and Secretary shall not receive any form of paid compensation for their services. Upon request to the Board, they may receive reimbursement for actual expenses incurred in the performance of duties conducted on behalf of the Council. Requests for reimbursement shall be itemized and supported by receipts or other documentation.

National States Geographic Information Council (NSGIC)

Bylaws

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ARTICLE VIII - MEETINGS

Section 1. Annual Business Meeting: There shall be an annual business meeting of the Council during the third or fourth quarter of the calendar year, unless otherwise ordered by the Board of Directors, for election of members of the Board of Directors, for receiving annual reports, and for the transaction of other business. The Annual Business Meeting shall be held in conjunction with the annual meeting of the members unless otherwise directed by the Board. Notice of such meeting shall be conveyed to each Member at least forty-five (45) days before the meeting.

Section 2. Regular Meetings: Regular meetings of the Council may be held from time to time as determined by the Board of Directors. Notice of such meetings shall be conveyed to each Member at least forty-five (45) days before the meeting. Meetings may be held in conjunction with other meetings and conferences as determined by the Board.

Section 3. Special Meetings: Special meetings of the Council may be called by the President of the Board of Directors, or shall be called by the President upon the written request of twenty-five percent (25%) of the Member States of the Council. Notice of such meetings shall be conveyed to each Member at least forty-five (45) days before the meeting.

Section 4. Meeting Procedure: The President shall act as the presiding officer at all meetings. In the case of the President's absence, the President-Elect shall preside. The President shall designate a parliamentarian to assist in the conduct of the meeting. The usual parliamentary rules, as provided 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 Member States present.

Section 5. Order of Business: The order of business at Council meetings shall be as follows:

- A. Call to Order
- B. Roll Call of Member States
- C. Approval of Minutes of the Previous Meeting
- D. Reports of Officers
- E. Reports of Committees
- F. Unfinished Business
- G. New Business
- H. Adjournment

Section 6. Quorum: A quorum shall consist of a majority of Member States.

National States Geographic Information Council (NSGIC)

Bylaws

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Section 7. Voting:

A. Decisions at Meetings of the Council shall be by a majority of votes cast by the Member States present. B. Each Member State shall have one vote, cast by the Lead Delegate. C. The Lead Delegate shall be identified by name and recognized by voice affirmation during the Roll Call and prior to the call for a vote. The identity of the Lead Delegate of each Member State shall be reported to the Council Secretary (or if absent, the presiding officer) immediately following the Call to Order at the meeting. The Lead Delegate shall remain the same person for the duration of the meeting. D. If no Lead Delegate is designated by a Member State, that state shall be ineligible to vote and no votes shall be received from that Member State for any call for a vote, including elections or any other official business at that meeting. E. Proxy votes shall be permitted provided that the designated proxy is a Member in good standing and the proxy designation is submitted in writing to the presiding officer prior to the Call to Order. Proxy designations shall be reported during the Roll Call.

Section 8. Special Votes: When circumstances arise that, in the determination of the Board, require that a question be voted upon that for expediency should not be delayed until a meeting of the Council can take place, and when the answer to that question can reasonably be obtained in the absence of debate and modification that would be permitted at a meeting in quorum, the Board may direct that voting may take place via notice and response by any means, provided that there is sufficient means for each Member to receive such notice, to the most recent contact information maintained by the Council. Notice shall include the specific question, an explanation from the Board on the necessity of the special vote, instructions on the method(s) available for response, and the deadline for receipt of response. The outcome of the question thus presented shall be determined by either a two-thirds ($\frac{2}{3}$) majority of votes received from Member States or a majority of all Member States, whichever of these is the smaller number at that time, not less than fourteen (14) days after such notice. The outcome of a special vote shall be binding upon the Council in the same manner as a vote conducted under Article VIII, Section 7 of these Bylaws, and shall be provided by notice to Members as soon as possible following the special vote.

ARTICLE IX - COMMITTEES

Section 1. Composition: The Council shall accommodate a Finance Committee to provide guidance and oversight of the Council financial matters and investments and an Elections Committee to provide for ongoing membership of the Board. In addition, 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 Council. The chairs of the committees shall be appointed by the President, subject to approval by the Board, for a term of one (1) year and shall themselves constitute a committee. The purpose of the committees is to support the work and activities of the Council.

National States Geographic Information Council (NSGIC)

Bylaws

Approved by Vote of the Council on September 26, 2019

ARTICLE X - INDEMNIFICATION

Section 1. Indemnification: The Council may, by resolution of the Board of Directors, provide indemnification by the Council of any and all of its directors or officers or former directors or officers against 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 or officer of the Council, except in relation to matters as to which such director or officer or former director or officer 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 XI - AFFILIATION

Section 1. Affiliation: The Council may affiliate with one (1) or more other organizations or institutions in furtherance of the purposes of the Council. Any such affiliation must be approved by a vote of the Member States as prescribed in Article VII of these Bylaws.

ARTICLE XII - DISSOLUTION

Section 1. Dissolution: The Council 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 Council. On dissolution of the Council, any funds remaining shall be distributed to one (1) or more regularly organized educational, governmental, or scientific organizations to be selected by the Board of Directors.

ARTICLE XIII - AMENDMENTS

Section 1. Amendments to Bylaws: At the Board's recommendation, these Bylaws may be amended, repealed, or altered, in whole or part, by a two-thirds (2/3) majority of votes cast by the Member States at a meeting of the Council, provided that a copy of any proposed amendment(s) is included in the Notice for the meeting.