

Bylaws of the Montana Association of Geographic Information Professionals

Article I – MEETINGS

Section 1. The Association shall hold regular meetings at a time and place as determined by the Association's Board of Directors (hereinafter referred to as "the Board"). One meeting, when most members can gather shall be designated as "The Annual Membership Meeting" of the Association. Special Meetings of the Association 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 (10%) or more of the members in good standing.

Section 2. Regular meetings of the Board shall be held at times and places specified by the Board, but there shall be no less than four meetings per year. A quorum at any Board meeting shall consist of a majority of the current Board membership. If one or more Board member leaves the meeting before it is completed and a quorum is no longer present, the remaining members shall not have the power to conduct official business. The President or any three members of the Board may call special meetings of the Board.

Section 3. Written notice of Board meetings shall be provided to each Board member at least one (1) week in advance of Board meetings. Remote attendance (e.g. teleconference) is acceptable, but Board members must attend at least one (1) board meeting per year in person.

Section 4. The current edition of "Robert's Rules of Order" governs this Association in all parliamentary situations that are not provided for in the Association Bylaws.

Article II - BOARD OF DIRECTORS

Section 1. There shall be ~~five (5)~~ **six (6)** elected officers of the Association: Vice President, President, Past President, Treasurer, ~~and~~ Secretary **and Web Administrator**. In addition, there shall be four (4) At-large members, elected by the Association membership. The Board shall recommend one At-large Board Member to chair each of the Association's standing committees. Each officer and at-large member shall have one (1) vote.

Section 2. Each year the membership must elect Board members and officers to fill all vacant seats. (This would include Vice-President, the 2 Member-At-Large positions, Secretary, ~~and~~ Treasurer, **and Web Administrator** every other year and any appointments that were made).

Section 3. All elected members of the Board must be Association members in good standing, for their entire period of membership on the Board.

Section 4. In the spirit of cooperation, a representative shall have one (1) vote and shall be appointed to the Board by the Montana Land Information Advisory Council (MLIAC) from among the MLIAC membership. In the event that the Board Members' MLIAC term lapses or they leave the MLIAC, the chair of MLIAC will appoint an interim MAGIP representative, and

with the approval of the MAGIP Board, that person shall serve until such time as the Council elects a formal representative and that representative is approved by MAGIP. The MLIAC representative may be appointed to the Board for subsequent terms but must be voted on or ratified by the MLIAC and by MAGIP every two years. All recommendations are to be ratified by a majority of the elected members of the Board.

Section 5. Any officer or Board member may be removed from office before the expiration of his/her term by a three-fourths vote of the Board if the best interests of the Association are not being served.

Section 6. In the case of disability, resignation, or removal of a Board member the Board shall have the authority to make an appointment from the Association membership to fill the vacancy.

If the President position is vacated, the Vice President assumes the President position and holds it through the end of the next year, when he or she will become Past President.

If the Vice-President position is vacated, the Board may appoint a new Vice President from among its at-large members to serve until the next election.

If the Vice-President was appointed by the Board, the Association membership shall elect both a Vice-President and a President at the next annual election.

Section 7. The terms of Board members appointed by the Board to fill vacancies expire at the next election and the membership must elect Board members and officers to fill all vacant elected seats.

Section 8. If At-Large Board members, whose terms have not expired, choose to run and are elected President or Vice President, the Board shall appoint replacements from the Association membership for those At-Large seats to serve until the next election.

Section 9. The Board shall be responsible for managing the affairs of the Association and for the promotion of the Association's mission and purpose. The Board shall have the authority, by majority vote, to take such actions as are necessary for the conduct of the Association's affairs in accordance with these bylaws (except as otherwise provided under Montana law).

Section 10. The Board may take action without convening a full Board Meeting. Discussion of, and balloting on, such actions may take place in person, via mail, electronic communication, telephone, or other means. All Board members must have access to all of the same information and debate through one or more of the means listed. A majority of the Board must agree to close debate before a vote is called. A majority of Board members must approve the action. Such actions shall be reported at the next regular meeting of the Board.

Article III - OFFICERS

Section 1. The officers of the Association shall be President, Vice President, Past President, Secretary, ~~and~~ Treasurer, ~~and~~ Web Administrator.

Section 2. The Vice President shall be elected to a three (3) year term, serving as Vice president the first year, President the second year, and Past President the third year. All other Board members shall serve two-year terms without term limits.

Section 3. The President shall be the chief elected officer and the official spokesperson for the Association. He or she shall preside at all meetings of the Board and Association membership. The President shall represent the entire membership and the best interests of the Association, shall support and defend policies and programs adopted by the Board of Directors and membership, and shall be an ex-officio member of all committees of the Association.

Section 4. The Vice President assumes the duties of the President in the absence of the President. He or she performs other duties as the President and Board designate. The Vice President shall serve as MAGIP Parliamentarian.

Section 5. The Past President shall preside over the nomination of new Board members as described in Article IV of these Bylaws. He or she performs other duties as the President and the Board designate.

Section 6. The Secretary shall be the recording officer of the Association and the custodian of its records. The Secretary shall prepare accurate minutes of all proceedings and meetings of the Association and Board. The Secretary, or an Officer of the Association designated by the Board to act on behalf of the Secretary, shall notify the Attorney General of the State of Montana when dissolution, indemnification, merger, removal of Directors, or sale of assets (as defined by the Montana Non-profit Corporation Act) occur. The Secretary, or an Officer designated by the Board to act on behalf of the Secretary, shall deliver notice in the manner and timing required by each event.

Section 7. The Treasurer shall be responsible for managing the Association finances and shall handle the Association funds in accordance with procedures established by the Board. The Treasurer shall be responsible for the verification and filing of the Annual Association Report, which includes the Association's financial statement, and shall be responsible for all other reports and filings as required by other agencies.

Section 8. The Web Administrator shall be responsible for managing the Association's website including the platform, domain, security, theme, vision, and content. The Web Administrator shall be responsible for keeping track of updates to the web platform, maintaining the web content and links, organizing files, and trouble-shooting web page problems. The Web Administrator shall coordinate with other Board members, Association staff, and other pertinent MAGIP members to add content to the website or email content sent from the website.

Article IV – ELECTION PROCESS

Section 1. For any decision requiring a vote of the membership, the entire membership shall be afforded the opportunity to vote, with results being decided by a simple majority of those voting.

Section 2. A Call for Nominations shall be sent to the Association membership no less than fourteen (14) days before the date set for the voting period to begin for the annual election of Board members. Members may nominate themselves or any other Association member.

Nominations shall be submitted to the Past President, who will verify that Nominees agree to run and that they are qualified to sit on the Board according to Article II of these Bylaws. The Nominations shall close no less than seven (7) days before the election. The Past President shall prepare a Ballot of the slate of Nominees.

Section 3. Ballots shall be sent electronically to Association members not less than fourteen (14) days before the date set for the end of the election period and returned within the prescribed time to be counted.

Section 4. The Board shall appoint a non-standing Election Committee consisting of at least three (3) Association members.

Section 5. Ballots are valid if received by the close of business on the day specified by the Board. A count shall be made by the Election Committee of the votes and a report made to the Board and the membership. Tie votes shall be resolved by a vote of the Board. This section shall apply to all elections unless otherwise specified in these By-laws.

Section 6. A complete file of all ballots, tallies, and documents of Election Committee actions shall be maintained by the Board.

Section 7. Election results shall be announced by the President not more than seven (7) days after the report by the Election Committee to the Board. Newly elected Board members shall take office on the first Monday after their ratification by a majority of the Board.

Article V - REFERENDUM

Section 1. Except as otherwise required by law, upon petition of fifteen (15) percent of the voting members, a request for a vote of the members of the Association upon any matter may be addressed to the Board. If the matter is not inconsistent with these Bylaws, the Board shall present it to the membership for a vote. The ballot shall contain a statement of the arguments for and against the issue (if any). The issue will be decided by the majority of those voting.

Article VI - FISCAL YEAR

The Association's fiscal year shall begin on the first day of July of each year and end on the thirtieth day of June in each year.

Article VII- FINANCE

Section 1. Sources of Income

a) Member Dues

- b) Conference Fees (includes workshops and sponsor fees)
- c) Training Programs
- e) Other Income, including grants, contracts, products sales

Section 2. Expenditure Categories

- a) Scholarships, Grants, Awards
- b) Conferences (including workshops)
- c) Training Programs
- d) Communications (includes newsletter, web site, etc.)
- e) Administration (support staff, contracted services, supplies, etc.)

Section 3. Budget

The Board shall adopt an annual budget at their final meeting prior to the new fiscal year. The Treasurer shall develop said budget and have a draft prepared for review at the meeting prior to the meeting at which the Board adopts it. A copy of the budget shall be available for review upon request.

Article VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or may be confined to specific instance.

Section 2. Checks, Drafts or Orders

All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued by the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Association.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for any purpose of the Association in accordance with rules governing a 501(c)(6) non-profit organization.

Section 5. Loans

The Association shall not make any loan of money or property to guarantee the obligation of any Director, Officer, or Employee. Provided, however, that this association may advance money to a Director, Officer, or Employee of this association for expenses reasonably anticipated to be incurred in the performance of duties so long as such individual would be entitled to reimbursement for such expenses absent that advance. By unanimous consent, the Board of Directors may authorize the association to accept or negotiate loans of financial assistance to be repaid.

Article IX - BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. Any member, or his/her agent or attorney may inspect all books and records of the Association for any proper purpose at any reasonable time.

Article X – COMMITTEES

Section 1. Standing Committees

Function and structure of Standing Committees shall be governed by the following:

Standing committees perform continuing tasks of the Association. Standing Committees shall meet and report at least quarterly to the Board of Directors, and more frequently if required by the Board.

Standing Committees shall adhere to Board of Director approved policies and procedures and to the laws of the State of Montana.

Participation in standing committees is open to all Association members in good standing.

Each Standing Committee shall be chaired by one of the elected Members At-Large for a two year term. The Chair shall be the Committee's representative to the Board of Directors.

The following Standing Committees shall be established:

- 1) The Scholarship and Grants Committee serves to promote the advancement of Geographic Information Technology to K-12, colleges and universities and the public through grants, scholarships, training and mentoring.
- 2) The Member Development Committee provides opportunities to improve the Professional Development of the individual members, as well as the membership at large such as: GISP Assistance, Conference, Continuing Education Credits, Proofing Resumes, etc.
- 3) The Technical Committee is responsible for planning and conducting the Association's workshops as well as advising the board and membership on technical issues.
- 4.) Conference Committee: is responsible for planning and coordinating the annual GIS conference.

Section 2. Ad Hoc Committees

The function and structure of Ad Hoc Committees shall be governed by the following:

Creation and dissolution of Ad Hoc Committees must be approved by the Board. Ad Hoc Committees perform specific tasks.

Ad Hoc Committees shall meet and report at least quarterly to the Board and more frequently if required by the Board.

Ad Hoc Committees shall adhere to Board of Director approved policies and procedures and to the laws of the State of Montana.

Participation in Ad Hoc Committees is open to all members in good standing.

Ad Hoc Committees shall cease to exist when the task for which they were created is completed a final report is submitted, or at such other time as designated by the Board.

Section 3. Special Interest Groups

Function and structure of Special Interest Groups shall be governed by the following:

Creation and dissolution of Special Interest Groups shall be at the pleasure of the membership. Special Interest Groups shall serve as forums for members with similar interests.

Special Interest Groups serve the board in an advisory capacity.

Participation in Special Interest Groups is open to all members in good standing.

Article XI - SCHOLARSHIP AND GRANT FUNDING

Section 1. The purpose of the scholarship fund shall be to support and promote undergraduate, graduate and K-12 GIS education throughout the state.

Section 2. Auditing of the scholarship(s) shall take place by the Association Treasurer in conjunction with the Education committee chairperson(s).

Section 3. The scholarships shall be distributed by the Association Treasurer in conjunction with the Education committee chairperson(s) in accordance with the procedures established by the Education committee.

Section 4. The scholarship subcommittee shall consist of the Education Committee chairperson and at least three (3) other members of the Education Committee.

Article XII - DISSOLUTION

Section 1. If the Association becomes nonfunctional or becomes ineffective in achieving its purpose, the Board of Directors shall call for dissolution of the Association. The motion for dissolution will be approved by unanimous vote of the voting Directors then serving in office or by a majority vote of its members who are in good standing. If the Board approved dissolution, the Board shall set a policy of outlining the disposition of assets and all other matters necessary to dissolve the Association pursuant to the laws of the State of Montana and consistent with the objectives of the Association. The Board of Directors must formally approve any policy for disposition of assets.

Section 2. The Association shall not transfer or convey assets as part of the dissolution process until 20 days after the Secretary or an officer designated by the Board to act on behalf of the Secretary gives notice to the Attorney General or until the Attorney General consented in writing to the dissolution. When the Association has transferred or conveyed all or substantially all of its

assets following approval of dissolution the Board shall deliver to the Attorney General a list showing those other creditors to who the Association transferred assets.

Article XIII - AMENDMENTS

These Bylaws may be amended by an affirmative vote of the members of the Association. Amendments may be proposed by decision of the Board of Directors or by the membership of the Association according to Article V of these Bylaws.