

GIS COLORADO BYLAWS

Article I. Governance

The rules contained in Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this organization.

Article II. Purpose

Mission

GIS Colorado provides a collaborative environment for the geospatial community, including GIS professionals and users, to communicate and educate in the support of the exchange of ideas, resources, data, and technology.

Article III. Membership

Membership Types

There shall be two types of memberships in the organization, which shall be as follows:

- **Voting Member** - Voting members will pay dues and shall have full voting and office holding privileges in the organization. Voting membership shall be open to anyone interested in GIS activities in Colorado and who has paid the prescribed dues for the current year.
- **Associate Member** - Associate members do not pay dues and shall have no voting or office holding privileges in the organization. Associate membership shall be open to any person interested in GIS activities in Colorado.

Dues

Annual dues shall be levied on the membership of the organization to support its functions and shall be altered in amount as necessary by the Board of Directors. Dues ensure a 365-day membership, initiated at the date of payment.

Discipline and Expulsion of Members

The Board of Directors may investigate the conduct and actions of any member of the organization alleged to be in violation of the purposes and goals of GIS Colorado. The Board of Directors by majority vote may censure or discipline the said member(s) or by the affirmative vote of two-thirds majority of voting members, may expel the subject member(s).

Article IV. Board of Directors and Committees

Board of Directors

The Board of Directors shall consist of nine (9) elected directors from which four (4) elected officers will be elected by the board. A simple majority of the board shall pass any motion. Each

elected officer and director shall serve a three-year term of office. Composition of the Board shall represent, as fair as possible, all the geographic areas of the State of Colorado.

Responsibility of the Board of Directors

The Board of Directors shall be responsible to carry out the business of the organization subject to the direction of the voting membership. At a minimum, all Board members shall:

- Attend Board Meetings.
 - Board members are required to attend at least 75% of all meetings in a 12 month period. If this attendance is not attained, the Board will review and may consider expulsion. Attendance may be virtual.
- Be on time for the Board of Directors meetings.
- Have read the minutes from the previous meeting prior to the Board meeting and verified they are accurate to your recollection.
- Review the treasurer's reports.
- Conform to the Board Code of Ethics.

Officers

The organization officers shall include a President (Chair), Vice-president (Co-Chair), Secretary, and Treasurer. The responsibility of each officer is identified below.

- A. **President (Chair):** The President shall be a voting member of the organization elected by a majority vote of the membership. The President will preside at all meetings of the Board of Directors. He/she shall be subject to the control of the Board of Directors, have general supervision, direction, and control of day-to-day business and affairs of the organization. The President shall vote only to break ties of the Board of Directors. The President shall distribute the agenda of the Board of Directors meetings at least 2 days before the meeting.
- B. **Vice-President (Co-Chair):** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other duties as may be from time to time prescribed by the President and the Board of Directors or by these Bylaws.
- C. **Secretary:** The Secretary shall keep a book of minutes, which shall record the proceedings of all official meetings of members and all meetings of the Board of Directors with full details thereof. The Secretary shall distribute the minutes of board meetings to the Board of Directors within two weeks after the meeting has taken place. He/She shall work with the Board to develop the agenda of all official meetings. He/she shall also keep all administrative records associated with the organization, including both physical and virtual files.
- D. **Treasurer:** The Treasurer shall receive and keep account of all funds and monies of the organization, including assets, liabilities, receipts, disbursements, gains, losses, and surpluses. He/she shall prepare an annual income and expense report for Board review by the first quarterly meeting.

Vacancies

A vacancy in any elective office (except that of the President) shall be filled by a majority vote of the Board of Directors. The appointee shall serve the remaining portion of the normal term of

that office. In the case of vacancy of the President, the Vice-President shall fill a vacancy in the office of President for the remaining portion of the term of office.

Removal of Officers and Directors

The Board of Directors may, by unanimous vote of the quorum, remove an officer or director for non-performance of duty, gross misconduct, or other serious actions not in conformance with the best ethical interests of the organization.

Adjunct Board Members

Adjunct Board members are appointed by the majority of the Board of Directors for a specific duty, such as, but not limited to, website maintenance, training event management, conference planning, or other positions as needed. Adjunct members carry all rights of the Board of Directors, with the exception of voting rights. Adjunct positions exist at the discretion of the Board of Directors and will be reviewed annually.

Committees

GIS Colorado recognizes that working committees are essential and vital to accomplish the mission and goals of the organization. The Board of Directors shall establish standing and ad-hoc committees to manage the organization and achieve the goals and objectives set by the organization. Members of any committee shall be any member of the organization and will be confirmed by the committee chairperson by written notice to the President and Board of Directors. Chairpersons of committees must be voting members of GIS Colorado.

Responsibilities of the Committee Chair, or designee, include attending committee meetings (attendance may be virtual) and providing committee updates to the Board prior to the Board meeting for inclusion in the agenda and minutes.

- A. Standing Committee:** A permanent committee appointed to deal with a specific subject.
- B. Ad-Hoc Committee:** A temporary committee formed for a specific task or objective and dissolved after task or objective is completed.

Article V. Elections and Voting

Elections

Every year the voting members of the organization will elect three (3) of the Board of Directors by ballot. Each voting member shall cast, by ballot, one vote for each available Board of Director seat. Officers, including President (Chair), Vice President (Co-Chair), Secretary, and Treasurer are elected annually by a simple majority of the Board of Directors at the spring meeting.

Voting

Any action that requires a vote it shall be a majority vote cast at the meeting. Each member shall have one vote. Proxy votes shall be permitted if designated in writing (electronic or mail) and submitted to the President prior to the call for vote. Mail or electronic votes shall be permitted if postmarked or dated prior to the call for vote and addressed to the President.

Quorums

A quorum at a general membership meeting shall be ten (10) percent of the total voting membership by attendance or proxy vote. A quorum at a Board of Directors meeting shall be five (5) of the voting Directors including the President, Vice-President, or an appointed designee.

Article VI. Chapters and Affiliations

GIS Colorado recognizes that chapters and rules of affiliations may be necessary to better serve its members. The Board of Directors shall explore possibilities for the establishment of Chapters to accomplish the goals set forth in the Bylaws.

Article VII. Meetings

Procedures

The President shall act as the presiding officer of all meetings. In case of incapacity, the Vice President or an appointed Board member shall preside. The usual parliamentary rules as specified by "Robert's Rules of Order" shall govern all deliberations. The order of business may be altered or suspended at any meeting by majority vote of the voting Board of Directors present.

Quarterly Meetings

There shall be a total of four (4) meetings to be held in various locations throughout Colorado during the year from January to December, with any exceptions to be approved by the Board of Directors. The GIS Colorado Board of Directors will set up the locations and agendas for these meetings. All members will receive a meeting notification and proposed agenda.

Monthly Board of Director Meetings

There shall be at least twelve (12) meetings to be held during the year from January to December, with any exceptions to be approved by the Board of Directors. The President or Vice President may call additional meetings as necessary.

Article VIII. Amendments to the Bylaws

Upon proposal to the Board of Directors, these Bylaws may be amended, repealed, or altered, in whole or in part, by a simple majority of votes cast by the voting membership, either in person or electronic. All voting members must be notified of the proposed amendment no less than thirty (30) days before the vote is to be made on the amendment.

Adopted by

President

10/19/2017

ALFRED W. MAGEE