

# 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**

Vision

Your geospatial connection

Mission

GIS Colorado provides a collaborative environment to communicate and educate in the support and exchange of geospatial information, resources, 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 Voting 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. Directors are elected to serve a three-year term. A simple majority of the board shall pass any motion. All Board members must reside in 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.
- Review the treasurer and committee reports.
- Conform to the GIS Colorado Board Code of Ethics (as approved and updated by the Board.)
- Conform to the GIS Colorado Roles and Responsibilities document (as approved and updated by the Board).

### Officers

The organization officers shall include a President (Chair), Vice-president (Co-Chair), Secretary, and Treasurer. Officers will provide monthly reports as required. The responsibility of each officer is identified below.

- A. President (Chair): The President will preside at all meetings of the Board of Directors (unless previously delegated to the Vice-President or designee). The President 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.
- C. Secretary: The Secretary shall keep the organization's official records and follow processes on distribution of information as described in the Board Roles and Responsibilities Document. The Secretary shall also keep all administrative records associated with the organization, including both physical and virtual files.
- D. Treasurer: The Treasurer shall receive and keep accounting of all funds and monies of the organization, including assets, liabilities, receipts, disbursements, gains, losses, and surpluses. The Treasurer shall prepare an annual treasurer's report for Board review by the first quarterly meeting.

### Vacancies

A vacancy of a Board of Director shall be filled by a majority vote of the Board of Directors. The appointee shall serve the remaining portion of the normal 3-year term of that position. If a vacancy of the Board results in a vacancy of an Officer, the vacancy shall be filled until the next cycle of Officer elections within the Board. The board will appoint a replacement for the office vacated with a majority vote of the board.

### Removal of Officers and Other Board Member

The Board of Directors may, by unanimous vote of the quorum, remove an Officer or Board Member for non-performance of duty, gross misconduct, or other serious actions not in

conformance with the best ethical interests of the organization or in violation of the Board Code of Conduct, Board Expectations, and Board Roles and Responsibilities Document.

#### Adjunct Board Members

Adjunct Board members are the chair of a standing or ad hoc committee and are appointed by the majority vote 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. Adjuncts will be expected to follow the Board Code of Conduct and Board Roles and Responsibilities Document or conduct themselves based on guiding documents maintained by the board.

#### Advisory Council

The Advisory Council supports the Board of Directors to ensure organizational continuity.

The Advisory Council shall be made up of 3 to 5 previously elected Board members that have completed at least two full terms and are appointed by the majority vote of the Board of Directors. Advisory Council Members carry most rights of the Board of Directors as defined by the Board Roles and Responsibilities Document. Council members do not have voting rights. The Advisory Council exists at the discretion of the Board of Directors and will be reviewed annually. Advisory Council Members will be expected to follow the Board Code of Conduct and Board Roles and Responsibilities Document or will conduct themselves based on guiding documents maintained by the board.

#### 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. 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. There must be at least 2 members to form a committee.

- A. Standing Committee: A permanent committee appointed to deal with a specific long standing subject. All members of the committee must be voting members of GIS Colorado.
- B. Ad-Hoc Committee: A temporary committee formed for a specific task or objective and dissolved after the 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 membership vote shall be cast as a majority vote. Each voting 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 VII. MEETINGS**

### Procedures

The President shall act as the presiding officer of all meetings. In the 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 minimum of four (4) Membership meetings to be held in various locations throughout Colorado during the year from January to December, with any exception to be approved by the Board of Directors. Membership meetings can be open to the public. Meetings can be in-person or virtual, at the discretion of the Board. 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) Board of Directors 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.

### Emergency or Interim Board of Director Meetings

Any Board of Director can request an emergency meeting of the Board to discuss a critical issue in order to make a prompt decision. A situation may demand fast action which cannot follow the regular meeting schedule. The request will be sent to the President or Vice President to officially call the meeting.

## **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 voting is to be made on the amendment.

Adopted by:

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President  
GIS Colorado

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Date

Previously Bylaws Updated: 10/19/2017