

# GIS IN THE ROCKIES BYLAWS

## Article I. Name and Location

The name of the corporation is GIS in the Rockies. The principal office and place of business of the corporation shall be in the City and County of Denver in the State of Colorado, or at such other location as the Board of Directors may determine. Other offices and places of business may be established from time to time by the Board of Directors.

## Article II. Purpose

**Section 2.1. Nature of Corporation.** GIS in the Rockies is a nonprofit corporation which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(6) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2.2. Primary Purpose.** GIS in the Rockies is an organization interested in the use and advancement of geospatial technologies, related content, and competencies in the Rocky Mountain West. GIS in the Rockies seeks to foster broad level understanding of, support for, and investment in the continued advancement of geospatial technologies and the professionals that apply, develop, manage, and sell these technologies, content, and services.

**Section 2.3. Professional Events and Partnerships.** At the discretion of the GIS in the Rockies Board of Directors, GIS in the Rockies will strive to provide at least one professional event a year. GIS in the Rockies may participate in other events or conferences with other organizations as determined by the Board of Directors.

**Section 2.4. Founding Societies.** GIS in the Rockies recognizes the contributions of four founding societies: American Society for Photogrammetry and Remote Sensing (ASPRS), GIS Colorado (GISCO), Professional Land Surveyors of Colorado (PLSC), and Urban and Regional Information Systems Association (URISA). While these founding societies no longer make up the membership of the organization, their contributions have been critical to the success of the organization for more than 30 years.

## Article III. Board of Directors

**Section 3.1. General Powers.** The GIS in the Rockies Board of Directors (the "Board") shall have the general power to manage and control the affairs and property of GIS in the Rockies, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board and the GIS in the Rockies organization.

**Section 3.2. Purpose.** The Board will, in general, act as the governing body of GIS in the Rockies and as the overarching planners of the annual GIS in the Rockies Conference. Primary

responsibilities include, but are not limited to, current and future year planning, development and approval of the annual budget, determination of the timing and location of events, and appointing the Chair(s) for the Event Planning Committee.

**Section 3.3. Directors and Officers.** The Board shall consist of up to nine (9) Directors from which four (4) Officers will be elected by the Board. Composition of the Board shall represent, as fair as possible, public, private, and academic sectors of the GIS industry. Directors and Officers must be elected to the Board by a majority vote of current Board Members.

**Section 3.4. Adjunct Board Members.** Adjunct Board Members may be appointed by the majority of the Board for specific duties as needed. Adjunct Board Members carry all rights of the Board with the exception of voting rights and may not hold officer positions on the Board. Adjunct positions exist at the discretion of the Board and will be reviewed annually.

**Section 3.5. Elections.** Each year the voting members of the organization will elect Directors as needed to fill available positions on the Board. The election shall be conducted by the current Board Secretary and take place during the first meeting of the Board each calendar year. Officers, including President (Chair), Vice President (Co-Chair), Secretary, and Treasurer, are elected each year by a simple majority of the Board.

**Section 3.6. Terms.** Each Board Director shall serve a term of two (2) years, unless a shorter term is agreed to by a majority vote of the Board. Individuals elected to the Board must serve out their entire term, subject to removal or replacement due to vacancy as approved by the Board.

**Section 3.7. Voting.** Each Board Director is a voting member of the Board and may cast 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. Motions are approved by a simple majority of the cast vote.

**Section 3.8. Quorum.** A quorum at all meetings of the Board shall consist of a simple majority of the current voting Board Members. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. The act of the majority of Board Members present at a meeting at which a quorum is met shall be the act of the Board. A quorum is required to hold a vote during a meeting. If a quorum is not met during a meeting, motions may be brought to the entire Board, voted on, and approved by electronic communication as directed by the President or Secretary.

**Section 3.9. Meeting Attendance.** Each Board Member is required to attend at least two-thirds of all scheduled meetings in a twelve (12) month period and vote at such meetings as necessary. Failure of Board Members to meet these requirements may result in removal from the Board.

**Section 3.10. Regular Meetings.** Regular meetings of the Board shall be held at such place, day, and hour as the President may determine. Written notice shall be given to each Board Member at least three (3) days prior to the meeting date. The notice of any regular meeting

need not specify the business to be transacted at any such regular meeting. A minimum of eight (8) regular meetings shall be held each year.

**Section 3.11. Special Meetings.** Special meetings of the Board may be called at any time by the President or by any two Board Members. Special meetings shall be held at such time and place as may be designated by the authority calling such a meeting. Notice stating the place, day, and hour of every special meeting shall be given in writing to each Board Member at least five (5) days prior to the meeting date. The notice of any special meeting shall specify the business to be transacted at and the purpose of any such special meeting.

**Section 3.12. Annual Meetings.** One annual in-person meeting in addition to the regular meetings specified herein is encouraged. Once a meeting date is set by the Board, notice stating the place, day, and hour of the annual meeting shall be given in writing to each Board Member at least ten (10) days prior to the meeting date. The notice of any annual meeting shall specify the purpose and business to be transacted at the annual meeting. All Board Members are required to attend annual meetings if scheduled.

**Section 3.13. Vacancies.** A Board Director may resign from the Board at any time by giving notice of resignation in writing (electronic or mail) addressed to the President of the Board, or by presenting written resignation at a regular, special, or annual meeting of the Board. A Board Director appointed to fill a vacancy shall serve for the unexpired term of their predecessor and until their successor is appointed. Vacancy of an officer position on the Board shall be filled by a new election of said officer position approved by a majority vote from the current Board. Board Directors appointed to fill an officer vacancy will not be automatically assigned the vacated officer position.

**Section 3.14. Removal.** Any Board Member may be removed from the Board for non-performance of duty, gross misconduct, or other serious actions not in conformance with the best interests of the GIS in the Rockies. Removing a Board Member shall require a unanimous affirmative vote of the Board (with the exception of the Board Member in question) present at a meeting at which a quorum is achieved. The open position on the Board shall be considered a vacancy and filled accordingly.

**Section 3.15. Committees.** The Board may establish the following committees from among its Board Members to accomplish specific goals set by the organization:

- 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 the task or objective is completed.

Standing and Ad-Hoc Committees may be formed by affirmative vote of the majority of the Board. No action requiring the approval of the Board shall be taken by a committee until after said approval is given. All committees of the Board shall keep regular minutes of their respective activities and shall report their actions to the Board. Committees may include members not on the Board, although the Chairperson of each committee must be a current

Board Member. The Chairperson of each committee shall be appointed by the Board prior to said committee conducting activities.

**Section 3.16. Compensation.** No Board Member shall receive any compensation for serving on the Board. GIS in the Rockies may reimburse any Board Member for reasonable expenses incurred in connection with service on the Board.

#### **Article IV. Officers of the Board of Directors**

**Section 4.1. Officers.** The officers of GIS in the Rockies shall include one President, one Vice-President, one Secretary, and one Treasurer. The same person may not hold more than one office simultaneously. The Board may elect other officers as it deems advisable. Appointments, terms, authority, and duties for other officers shall be determined by the Board. All Board Directors may hold officer roles on the Board.

**Section 4.2. Powers and Duties.** The officers of GIS in the Rockies shall exercise and perform the respective powers, duties, and functions as stated herein and assigned to them by the Board.

- A. **President (Chair):** As Chairperson of the Board, the President shall preside over, facilitate, and distribute the agenda for all meetings of the Board. The President shall be the Chief Executive Officer of GIS in the Rockies and shall, subject to the general direction and control of the Board, have the general supervision, direction, and control over the business and affairs of GIS in the Rockies and its officers, agents, and employees. The President shall perform all duties incident to the office and such other duties as assigned by the Board. The President shall vote only to break a tie of the Board.
- 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 on, the President. The Vice-President shall have such other powers and perform such other duties as assigned by the President or by the Board.
- C. **Secretary:** The Secretary shall keep accurate minutes of the proceedings of the Board and of any committees of the Board; shall ensure that all notices are given in accordance with the provisions of these Bylaws; shall be custodian of the records; and shall perform such additional duties as are incident to such office and as assigned by the President or by the Board. The Secretary shall distribute the minutes of board meetings to the Board within two (2) weeks after the meeting has taken place.
- D. **Treasurer:** As the principal financial officer of GIS in the Rockies, the Treasurer shall have the charge and custody of and be responsible for all funds and securities of GIS in the Rockies; shall deposit such funds in the name of GIS in the Rockies in such depositories as designated by the Board; shall keep accurate books of account and records of financial transactions and the financial condition of GIS in the Rockies and

shall submit such reports thereof as the Board may require; and in general, perform all duties incident to such office and such other duties as assigned by the President or by the Board. With the approval of the Board, the Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duty incident to the Treasurer's office.

## **Article V. Event Planning Committee**

**Section 5.1. Purpose.** The main purpose of the GIS in the Rockies Event Planning Committee (the "Planning Committee") is to plan the details of GIS in the Rockies events as directed by the organization.

**Section 5.2. Planning Committee Chair.** At a minimum, the Planning Committee will have a Chairperson, or Chairpersons at the discretion of the Board. The Planning Committee Chair(s) shall be approved by the Board no later than sixty (60) days after the Board Officer election. Planning Committee Chair(s) will be adjunct members of the Board.

**Section 5.3. Planning Committee Members.** Members of the Planning Committee are approved or rejected at the discretion of the Planning Committee Chair(s). Planning Committee Members are required to attend at least two-thirds of regularly scheduled meetings unless directed otherwise by the Planning Committee Chair(s). The Planning Committee Chair(s) may remove a Planning Committee Member if attendance requirements are not met or failure to perform the duties required of their role on the Planning Committee.

**Section 5.4. Board Meeting Attendance.** The Planning Committee Chair(s) shall attend regular, special, and annual meetings at the request of the Board.

## **Article VI. Contracts and Financial Obligations**

**Section 6.1. Contracts.** All contracts issued in the name of GIS in the Rockies shall be signed by the President and Treasurer of the Board. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument on behalf of GIS in the Rockies with the President's approval pre-absence; such authority may be general or confined to specific instances.

**Section 6.2. Loans.** No loans shall be contracted for on behalf of GIS in the Rockies and no evidence of indebtedness shall be issued in the name of GIS in the Rockies unless authorized by a resolution of the Board. Such authority may be general if confined to a specific dollar limit determined by resolution of the Board and shall otherwise be confined to specific instances. No loan shall be made by GIS in the Rockies to any Board Member or Planning Committee Member.

**Section 6.3. Checks, Drafts, and Notes.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of GIS in the Rockies shall

be signed by the President and/or Treasurer or in such manner as determined by resolution of the Board.

**Section 6.4. Deposits.** All funds of GIS in the Rockies not otherwise employed shall be deposited to the credit of GIS in the Rockies in such banks, trust companies, or other custodians as the Board may select.

**Section 6.5. Investment Managers.** The Board shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of GIS in the Rockies.

**Section 6.6. Fiscal Year.** The fiscal year of GIS in the Rockies shall be January 1 to December 31 unless otherwise modified by the Board.

## **Article VII. Amendments**

These Bylaws may be amended, altered, or repealed in whole or in part, and new Bylaws may be adopted by a simple majority of votes cast by the Board Directors present at any meeting of the Board at which a quorum is met. All Board Directors must be notified of the proposed amendment(s) no less than thirty (30) days before the vote is to be made on the amendment(s).

The above Bylaws were approved and adopted by the Board of Directors of GIS in the Rockies on the 14th day of December, 2020.



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GIS in the Rockies President



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GIS in the Rockies Secretary