

NEVADA GEOGRAPHIC INFORMATION SOCIETY
BYLAWS

Approved by NGIS Board – April 19, 2010
Approved by NGIS Membership – June 24, 2010

ARTICLE I.

NAME

The name of this non-profit organization is the Nevada Geographic Information Society, hereinafter referred to as "NGIS".

ARTICLE II.

PURPOSE

The purpose of this organization is to promote professionalism, cooperation, mutual assistance and sharing of knowledge and experience. This organization is committed to provide a forum for the exchange of ideas, information and technology as they relate to the advancement of spatial data (GIS) and technology within the state of Nevada

OBJECTIVES

A. Education. Recognizing a need to stimulate, encourage and otherwise provide for the advancement of an interdisciplinary approach to planning, designing, and operating urban and regional geospatial information systems, the objectives of NGIS are:

1. To provide an objective educational forum without political, social, financial or national bias;
2. To foster the exchange of ideas and studies focused on the planning, operation, and consequences of such information systems; and,
3. To promote professional interaction, stimulate research, encourage publication, and generally aid the advancement of its members and other organizations having related objectives.

B. Equal Opportunity. Being mindful of the undesirable effects of institutionalized discrimination, NGIS shall conduct its activities on a fair and equitable basis without bias. Further, NGIS shall encourage and promote equal opportunity participation in all NGIS activities.

C. Political Activity. NGIS may provide testimony or participate in limited lobbying to influence legislation, but shall not expend a substantial part of its budget in these matters; nor shall it participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. It is the responsibility of individual NGIS members, officers and duly appointed representatives participating in any legislative process to be aware of legal and professional limits.

ARTICLE III.

MEMBERSHIP

A. Eligibility. Any responsible individual or organization with a serious interest in the field of geographical information systems or geospatial data and approving of the objectives of the NGIS shall be eligible for membership in NGIS.

B. Categories. The categories of NGIS membership are:

1. Regular or Individual: Any individual interested in the mission and objectives of NGIS attending a NGIS sponsored conference during a given year or person paying dues for a given year.

2. Student: Any individual enrolled in school (Primary, Secondary, College) and attending a NGIS sponsored conference during a given year or student paying dues for a given year.

3. Corporate: Any business interested in the mission and objectives of NGIS attending a NGIS sponsored conference during a given year; exhibiting at a sponsored conference; or business paying dues for a given year

4. Sponsor: Any business or organization interested in the mission and objectives of NGIS attending a NGIS sponsored conference during a given year; exhibiting at a sponsored conference; contributing funds over a specified amount for a given year.

C. Duration. All members shall hold membership for a period of two years unless otherwise specified in these bylaws. The NGIS's membership year shall be from January 1 of one year through December 31 of the next year.

D. Rights and Privileges. All dues-paying members shall have full voting rights. Only dues-paying members that are members in good standing may hold elected office. Members shall be informed of the activities and progress of NGIS through annual or more frequent reports, newsletters, and/or NGIS meetings.

E. Dues. Initial NGIS dues for each defined membership category shall be established by the NGIS's Board of Directors, hereinafter referred to as "the Board". Thereafter, any change in NGIS dues must be approved by the membership.

ARTICLE IV.

MEETINGS

A. Meetings. NGIS shall hold at least one regular meeting, every year, at a time and place as determined by the Board. At least one meeting per year shall be designated as the "Annual Meeting" of the NGIS. Special Meetings of the NGIS 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. Location, date, and time of Annual Meetings and Special Meetings must be announced at least 30 days in advance of the meeting.

B. Quorum. At any meeting of NGIS, a quorum shall consist of ten (10) or ten percent (10%), whichever is greater, of the members in good standing.

C. Voting. At all meetings of NGIS membership, all members not otherwise restricted by a special membership category and in good standing, shall have one (1) vote. Unless otherwise specifically provided by these Bylaws, a majority vote of the members present and voting shall govern.

D. Rules of Order. The current edition of "Robert's Rules of Order" governs NGIS in all parliamentary situations that are not provided for in the NGIS Bylaws.

ARTICLE V.

OFFICERS AND DIRECTORS

Section 1.

Officers.

A. NGIS officers consist of the following positions:

1. President shall be the immediate past Vice-President and shall serve for one term and shall automatically assume the position of Past-President on the Board immediately following his term of office. The President shall be the chief elected officer and the official spokesperson for the NGIS. He or she shall preside at all meetings of the Board and NGIS membership. He or she must be an active member in good standing. The President may make and sign contracts and agreements, in the name of NGIS, with approval of the Board and in accordance with guidelines set forth by the Board.

2. President-Elect (Vice-President). The President Elect shall function as Vice-President and shall be the single nomination for President the following year. He assumes the duties of the President in the absence of the President. He or she performs other duties as the President and Board recommend. He or she must be an active member in good standing.

3. Secretary. The Secretary shall prepare accurate minutes of all proceedings and meetings of NGIS and Board meetings. The Secretary will keep and file copies of all NGIS, Board, and Committee meeting agendas, minutes, final reports, financial reports, and correspondence. He or she must be an active member in good standing.

4. Treasurer. The Treasurer shall be responsible for managing NGIS finances and shall handle NGIS funds in accordance with procedures established by the Board. The Treasurer shall be responsible for the verification and filing of the Annual NGIS Report, which includes NGIS's financial statement, and shall be responsible for all other reports and filings as required by other agencies. He or she must be an active member in good standing.

B. Elections. Prior to the Annual Meeting, all nominations for officers and directors shall be presented to the board by the Nominating Committee. Additional nominations may be made from the floor when the slate is presented to the membership for approval. The nominees for all officer positions shall reside and/or work within the defined geographic area of NGIS. No member shall hold more than one (1) elective office during a term.

C. Tenure of Officers and Directors. Officers and Directors shall assume office on the First day following the Annual Meeting. President Elect shall be elected to serve one year as Vice President/President Elect, one year as President and one year as Past President (Board member). Other Officers shall be elected to serve for a one (1) year term. Officers shall serve without compensation.

D. Vacancy. In the event of a vacancy in the office of the President, other than expiration of tenure, the President Elect shall automatically succeed to the Presidency. Vacancies in any other elective office may be filled by the Board for the balance of the remaining term, at any regular or special Board meeting.

E. Removal. Any officer may be removed from office by the Board if, after due and proper hearing, he or she is found guilty by the Board of neglect of duty, improper conduct, violation of these Bylaws, or other causes as defined by the Board. Removal of any officer or director shall require a two-thirds (2/3) vote of all Board members.

F. No officer of this Society shall incur any liability on behalf of NGIS except with the approval of the Board, in any case, the amount shall not exceed that available in the NGIS Treasury.

Section 2.

Board of Directors

A. The governing body of this organization shall be the eleven-member board.

B. The Board of Directors shall consist of the President, Past-President, President-Elect, Secretary, Treasurer, and six (6) directors elected by the members. Directors shall serve without compensation.

C. The six (6) additional elected directors shall be elected from the membership for a term of two (2) years on a staggered basis, with three (3) new directors elected at each annual meeting. Directors should be active members as defined in Article III (D) and represent a diverse cross-section of the GIS community.

D. The NGIS Board shall act as an advisory board to the President and shall assist in formulating policies and procedures, and have full supervision and control over all NGIS business affairs, so far as this delegation of authority is consistent with the laws of the State of Nevada, the Society's Charter, Constitution and By-Laws.

E. Removal. Members of the board may be removed from office by the Board if, after due and proper hearing, he or she is found guilty by the Board of neglect of duty, improper conduct, violation of these Bylaws, or other causes as defined by the Board. Removal of any officer or director shall require a two-thirds (2/3) vote of all Board members.

F. Vacancy. A vacancy of any elected position on the board shall, be filled by the board for the un-expired portion of the term, except as otherwise stated by these by-laws.

G. Meeting of the Board of Directors.

1. Designated Meetings. The first meeting of the Board shall be held following the annual meeting of members. The final meeting of the Board shall be held prior to the annual meeting of its members.

2. Regular Meetings. In addition to designated meetings, the Board will hold a minimum of (4) quarterly meetings throughout the year. The place and time of such meetings will be determined by the Board, provided a (10) day written notice is sent to each board member.

3. Special Meetings. Special meetings of the Board may be held at any reasonable time and place, if called by the President or by any five (5) members of the Board. Ten (10) days prior written notice of such meeting, stating the purpose thereof, shall be sent to each board member by the Corresponding Secretary. No other business may be conducted thereat.

4. Meetings of the Board may be held at any time without formal notice, provided all the members are present and those not present have waived notice thereof. Such meetings shall be held at such time and place as the notice thereof or waiver may specify.

5. Business transacted shall require a majority vote of the directors present, unless a different vote is required by these Bylaws.

6. Quorum of the Board: A majority of the nine (9) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but a lesser number may adjourn any meeting from time to time. Notice shall be given to all members of the Board of the time and place of any such adjournment.

7. Business of the Board may be conducted by mail, email, FAX, or telephone. Any action or vote taken by telephone must be subject to ratification of the Board by mail within ten (10) days.

Section 3

Non-Elected Officers.

1. Newsletter Editor. The Newsletter Editor shall prepare and distribute a periodic newsletter, other announcements or documents as deemed in the interest of NGIS, and shall be an ex officio, nonvoting member of the Board of Directors. The Newsletter Editor shall be appointed by the President, with the approval of the Board, for an undefined term. This position can be held by any NGIS member in good standing, board member, or officer.

ARTICLE VI.

STANDING AND SPECIAL COMMITTEES

Section 1.

Standing committees of the NGIS shall include:

A. Nominating Committee appointed by the President, chaired by the Past President, and approved by the Board.

B. Endowment Committee is appointed by the President and approved by the Board with a minimum membership of five NGIS members in good standing. Committee composition must include at least two members from Northern Nevada and at least two members from Southern Nevada. Chairperson and duties of the Endowment Committee shall be specified by the Board.

Section 2.

Special committees of the NGIS shall include:

A. Conference committees with a set duration and a committee Chairperson and committee Secretary appointed by the President, and approved by the Board. Duties of the Chairperson include development and hosting an NGIS conference, workshop, or other event and other duties as defined by the Board. Duties of the Secretary include preparing committee meeting agendas and minutes, and forwarding copies of agendas, minutes, budgets, reports, and other committee correspondence to the NGIS Secretary.

B. Other committees as needed dealing with special topics including, but not limited to, communications, finance, membership, and publications may be established as needed by the President with approval of the Board. The President, with approval by the Board, shall establish the duties, duration, and membership of such committees as appropriate to support NGIS's needs.

ARTICLE VII.

Section 1.

Proposal of Amendments

Amendments to these Bylaws may be proposed by one of the following means:

- (a) Resolution passed by two-thirds (2/3) vote of the Board of Directors.
- (b) Written proposal signed by fifteen (15) members of The Society.

Section 2.

Consideration of Amendments

No later than 10 days before a properly called Annual Meeting the proposed amendments shall be published in the NGIS newsletter and/or NGIS Web site. Copies of the proposed amendment will also be distributed to members at the beginning of the Annual Meeting. At the Annual Meeting the proposed amendment shall be passed upon receipt of a two-thirds (2/3) affirmative vote of the active members present and voting.

ARTICLE VIII.

AFFILIATED ORGANIZATIONS

A. Any active provincial, municipal, regional or national organization whose interests and purposes are similar to those of NGIS, may on request, and on approval of the Board, become affiliated with NGIS to work together more effectively in the achievement of their common goals.

B. The Board shall determine what privileges of NGIS may be granted to affiliates.

C. The Board may sever the affiliation of the organization with NGIS when it is no longer in the best interests of the organization and after notification to its officers that termination has been voted by the Board.

ARTICLE IX.

DISSOLUTION

NGIS may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution, whether voluntary or involuntary, or by operation of law, no property, assets, nor any proceeds of NGIS shall be distributed to any members of the NGIS. But after payment of the debts, its property and assets shall be given to one or more organizations of similar exempt purpose within the State of Nevada. This to be determined by the Board prior to dissolution of the organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).

ARTICLE X

OPERATION LIMITATIONS

Notwithstanding any other provisions of these articles, the NGIS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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Ehrenberg 2004

Hagan 2010 – update of Article V, Section 2, Paragraph G, Subparagraph 2.