

GIS Association of Alabama (GISAA)

Constitution

Notwithstanding any other provisions of these Constitution and Bylaws, GISAA is organized and operated exclusively for educational, charitable, or scientific purposes as meant within the meaning of section 501(c)(3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations exempt from Federal taxation under section 501(c)(3).

GISAA 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) of the Internal Revenue Code (or corresponding section of any further Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

No part of the net earnings of GISAA shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that GISAA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of GISAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and GISAA shall not participate on, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

All of the property of GISAA, and accumulations thereof, shall be held and administered to effectuate its nonprofit purposes. Upon the dissolution of GISAA, the Board of Directors shall, after paying or making provision for the payment of all liabilities of GISAA, dispose of all assets of GISAA to such an organization or organizations as the Board of Directors shall select, which are organized and operated exclusively for charitable, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Code).

Bylaws

ARTICLE I. ORGANIZATION NAME

The name of this organization is the GIS Association of Alabama, hereinafter referred to as GISAA.

ARTICLE II. OBJECTIVES

Section 1. Education. Recognizing a need to stimulate, encourage and otherwise provide for the advancement of an interdisciplinary approach to planning, designing, and operating geographic information systems, the objectives of GISAA are (a) to provide an objective educational forum without political, social, financial or national bias, (b) to foster the exchange of ideas and studies focused on the planning, operation, and consequences of such

geographic information systems, (c) to promote professional interaction, stimulate research, encourage publication, and generally aid the advancement of its members and other organizations having related objectives.

Section 2. Equal Opportunity. Being mindful of the undesirable effects of institutionalized discrimination, GISAA shall conduct its activities on a fair and equitable basis without bias. Further, GISAA shall encourage and promote equal opportunity participation in all GISAA activities.

Section 3. Political Activity. GISAA may provide testimony or participate in limited lobbying to influence legislation (once approved by the Board and reported to chapter members), 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 GISAA members, officers and duly appointed representatives participating in any legislative process to be aware of legal and professional limits.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility. Any responsible individual or organization with a serious interest in the field of geographic information systems, in agreement with the mission of GISAA, and approving of the objectives of GISAA shall be eligible for membership in GISAA. GISAA also encourages membership from related fields, such as, but not limited to, Information Technology, surveying, and engineering.

Section 2. Categories. The categories of GISAA membership are:

- a. Individual Professional Membership
- b. Organization
- c. Corporate
- d. Institution and Students
- e. Student

Changes to membership categories and respective dues may be presented by the Board and ratified by GISAA members at the annual meeting.

Section 3. Duration. All members shall hold membership for a period of one year unless otherwise specified in these bylaws. GISAA's membership year shall begin on the member's payment date and remain active for one calendar year.

Section 4. Rights and Privileges. All dues-paying members shall have full voting and office-holding rights. Members shall be informed of the activities and progress of GISAA through annual or more frequent reports, newsletters, and/or GISAA meetings.

Section 5. Membership Dues. Annual membership dues for GISAA shall be set at:

- \$50 per year for Individual professional membership
- \$120 per year for an Organization (covers three members) – Organization membership for additional members over three (3) at the price of \$40 each.

- \$225 per year for Corporate membership (covers four members) - Corporate membership for additional members over four (4) at the price of \$55 each.
- \$200 per year for Institution membership (covers staff and unlimited affiliated students)
- \$10 per year for Student membership (must show proof of student status).

ARTICLE IV. CHAPTER MEETINGS

Section 1. Meetings. GISAA shall hold regular meetings at a time and place as determined by GISAA's Board of Directors (referred to herein as "the Board") to be set at the beginning of each membership year. At least one meeting shall be designated as The Annual Meeting of GISAA. Special Meetings of GISAA 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. Quorum. At any meeting of GISAA, a quorum shall consist of ten (10) or ten percent (10%), whichever is greater, of the members in good standing.

Section 3. Voting. At all meetings of GISAA membership all members 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. Votes can be taken by email with a return receipt, or via other secure electronic methods and technologies which facilitate voting from geographically dispersed locations.

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

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Elections. All officers and directors shall be nominated to office by the Nominating Committee prior to the Annual Meeting. 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 be active members of GISAA in good standing and shall reside and/or work within the defined geographic area of GISAA. The governing board of officers and directors is limited to no more than two (2) representatives from any single organization within a term. No member shall hold more than one (1) elective office during a term.

Section 2. Tenure of Officers and Directors. Officers and Directors shall assume office at the beginning of the following membership year. The Vice President shall be elected to serve one year as Vice President, one year as President, and one year as Past President. All other officers and directors shall be elected to two-year terms and shall not serve more than two (2) successive terms in any position. The terms for Secretary, Central Region Director, and Capital Region Director begin on even years. The terms for Treasurer, North Region Director, and South Region Director begin on odd years. In order to initiate this alternating schedule, Treasurer, North Region, and South Region will begin the two year term schedule in 2020, and Secretary, Central Region, and Capital Region will begin the two year term schedule in 2021. The period of time an officer or director may serve, in completing the unexpired term of another officer or director, shall not be included when applying the foregoing limitation of terms. Officers and directors shall serve without compensation.

Section 3. Vacancy. In the event of a vacancy in the office of the President, other than expiration of tenure, the Vice President shall automatically succeed to the Presidency. Vacancies in any other elective office may be filled for the balance of the term, by the Board at any regular or special Board meeting.

Section 4. Removal. Any officer or director 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.

Section 5. Duties of Officers. The officers of GISAA shall consist of the following positions:

a. The President shall be the chief elected officer and the official spokesperson for GISAA. He or she shall preside at all meetings of the Board and GISAA membership. He or she must be an active GISAA member in good standing. The President shall appoint all committee chairpersons, and shall be an ex-officio member, with the right to vote, on all committees except the Nominating Committee. The President may make and sign contracts and agreements, in the name of GISAA, with approval of the Board and in accordance with guidelines set forth by the Board.

b. 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 recommend, including the management of regularly scheduled GISAA meetings. He or she must be an active GISAA member in good standing.

c. The Secretary shall prepare accurate minutes of all proceedings and meetings of GISAA and Board. He or she must be an active GISAA member in good standing.

d. The Treasurer shall be responsible for managing GISAA finances and shall handle GISAA funds in accordance with procedures established by the Board. The Treasurer shall be responsible for the verification and filing of the Annual GISAA Report, which includes the chapter'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 GISAA member in good standing.

e. Four Directors, one elected from each of GISAA sub-regions, shall be responsible for GISAA activities as delegated by GISAA President, including organizing regional and localized meetings and activities, member recruitment within their respective sub-region, and assisting in the organization of one of the statewide general meetings in their sub-region. Directors must be active GISAA members in good standing. In the event that a Director is not nominated and elected in a given sub-region, the Board shall appoint a temporary Director to oversee activities in that sub-region until such time as a local member can be recruited and appointed to fill the vacancy per Article V, Section 3 of these bylaws.

f. The Past President shall serve on the Board as an advisor and is authorized to vote on Board matters only when a tiebreaker is required. He or she must be an active GISAA member in good standing.

Section 6. Board of Directors (Board). GISAA Board of Directors shall be the principal governing body of GISAA with full supervision and control over all GISAA business affairs. The Board shall be composed of GISAA's officers and additional directors as defined by these Bylaws. The Board shall meet at least once a year at a time and place determined by the

Board. Special Meetings of the Board may be called by the President or upon written petition signed by three (3) directors. The meeting shall be held at a time and place designated in the notice of the meeting. Actual notice shall be given to each Board member at least seven (7) days prior to the meeting and shall state the purpose of the meeting. Business transacted shall require a majority vote of the directors present, unless a different vote is required by these Bylaws. The Board may transact business at a meeting, by a telephone conference call, by a telephone ballot, by email, or by facsimile ballot. A majority of the members of the Board shall constitute a quorum.

ARTICLE VI. STANDING AND SPECIAL COMMITTEES

Standing Committees of GISAA shall include a Nominating Committee appointed by the President and approved by the Board. Additional special and standing committees dealing with special topics including, but not limited to, finance, membership, technology, website, marketing, publications, and conferences may be established as needed. The President, with approval of the Board, shall establish the duties and membership of such committees as appropriate to support GISAA's needs.

ARTICLE VII. AMENDMENTS

These Bylaws may be amended, revised, or repealed by a two-thirds (2/3) majority vote of the Board.

ARTICLE VIII. FINANCES

GISAA's fiscal year shall be from October 1 of one year through September 30 of the next year. GISAA annual financial reports shall be based on the fiscal year ending on September 30 and presented to the general membership at the next scheduled general meeting.