

# **Arkansas GIS User Forum (Forum) By-laws**

## **A Not-for-Profit Corporation**

### **ARTICLE I – MEMBERSHIP**

Forum membership is open and voluntary to those persons interested in all fields of GIS directed to the benefit of the citizens of the State of Arkansas.

### **ARTICLE II – EXECUTIVE COMMITTEE**

#### **Section 1**

The Forum shall be guided by an Executive Committee under the leadership of a chairperson elected by the Forum. The Executive Committee shall have charge of the routine business of the Forum. It shall have general charge of the finances and property of the Forum, establish committees, establish the content, direction and location of conferences, and authorize contractual agreements that are necessary for fulfillment of the purposes and objectives of the Forum.

#### **Section 2**

The Executive Committee, including the officers, consists of a voluntary group of individuals. Members of the Executive Committee shall meet at least once every 90 days or more often as they deem necessary. Absence of an Executive Committee member from two (2) consecutive meetings of the Executive Committee, without presence of a designated proxy or without excuse deemed valid and so recorded by the Executive Committee, shall be construed as a resignation. An active member shall have the right to vote on matters pertaining to the Forum. An Executive Committee member, including those holding an office, may be removed when sufficient cause exists for such removal.

#### **Section 3**

A quorum is required for any decision made by the Executive Committee. A quorum is defined as attendance of at least 51% of the active members of the Executive Committee at any given point of time. Approval of spending more than \$1,000 of Forum funds must be approved by a vote of the Executive Committee unless the items are included in an approved budget associated with hosting a meeting of the Forum. Meetings may be conducted in person, by telephone conference call, video conference, web-cast, email, or other means of interactive communication as long as a quorum is met and minutes of the meeting are recorded for distribution.

### **ARTICLE III – OFFICERS**

The officer positions are determined by an election of the members of the Forum at the Fall Symposium. These officers are to be the guiding force of the Forum, but are still members of the Executive Committee and are governed by the charter and By-laws of this organization. The officers of the Forum shall serve without pay and consist of four (4) members. The officers are voted in by a 2/3 majority of the members of the Forum at the Fall Symposium and will serve for a term of two years starting January 1<sup>st</sup> of the following year. There is no term limit for an officer, but He/She must continue to be elected by the members of the Forum to continue to serve as such.

He/She shall consist of a:

- Chair
- Vice-Chair
- Secretary
- Treasurer

Any officer may be removed from office with justifiable cause by a majority vote of the active Executive Committee members. Any officer may resign at any time by giving written notice to the Executive Committee, the Chair, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall be necessary to make it effective. A vacancy in any office may be filled by appointment by the Executive Committee. The individual appointed to such vacancy shall serve as an interim officer until such time as the office's replacement for the remainder of the original term can be voted on by the members of the Forum at the next Business Meeting.

- Chair - The Chair presides over meetings of the Forum and conducts its business in an orderly fashion. The Chair is responsible for making sure that each meeting is planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner. The Chair must make the most of all their committee members. He/She must coordinate the Executive Committee to ensure that appropriate policies and procedures are in place for the effective management of the organization. The Chair may from time to time be called upon to represent the organization and sometimes be its spokesperson. Only the Treasurer and Chair may sign a check for disbursement of Forum funds. Refer to Article II section 3's provisions concerning procedures for disbursement of Forum funds.

- Vice-Chair – The Vice Chair, second in the chain of command to the Chair, must fill in during the Chair’s absence, or when a motion involving the Chair is being discussed. The Vice Chair is responsible for maintaining the By-laws and for coordinating the Sub-Committees and any Ad-Hoc Committees as needed. He/She is also responsible for maintaining order during Executive Committee meetings, and as such this officer serves as the parliamentarian for meetings making sure all meetings follows Roberts Rules of Order per Article V of these By-laws. This office shall also preside over any issues concerning judicial matters.
- Secretary – The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation. These will specifically, but not wholly, include the taking of minutes at formal meetings of the Executive Committee and the Forum, and distributing those minutes to the Forum in a timely manner.

He/She shall bear the principal responsibility to give, or cause to be given, notice of all meetings of the Executive Committee and Forum. He/She shall also be charged with the responsibility to file the Annual Report for Non-Profit Corporation with the Office of the Arkansas Secretary of State each year according to their requirements and to maintain an up-to-date list of Active members of the Executive Committee to ensure that a quorum is reached prior to any decisions made by the Executive Committee.

- Treasurer – The Treasurer shall be the chief financial agent of the Forum and shall exercise such authority, and shall perform other duties as may be assigned by the Executive Committee. The Treasurer shall have custody of all funds, securities and legal instruments of the Forum and Forum sponsored activities, and shall be responsible for their safekeeping. Only the Treasurer and Chair may sign a check for disbursement of Forum funds. Refer to Article II Section 3’s provisions concerning procedures for disbursement of Forum funds.

A correct account of all receipts and disbursements must be kept at all times and a complete up-to-date report of the financial affairs of the Forum shall be submitted at the Executive Committee meetings and the Annual Business Meeting of the Forum. The Executive Committee shall have the right to examine the financial records of the Forum and cause any audit to be made at any time. The Treasurer shall surrender all financial records to an independent CPA each year for auditing and for the purpose of filing taxes on the Forums behalf.

## **ARTICLE IV – MEETINGS**

### **Section 1**

Notice of time and place of all Executive Committee meetings shall be given at least two weeks in advance by email or telephone. The agenda will be sent out to the Active members of the Executive Committee at least two (2) days prior to the announced meeting date. This agenda can be amended as needed. All minutes from the meeting are considered a matter of public record.

#### Special meetings of the Executive Committee

- The Chair may call special meetings of this organization when He/She deem it for the best interest of the organization. Notices of such meeting shall be posted or emailed to all members at their addresses as He/She appear in the membership roll book at least twenty-four (24) hours before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.
- No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all that are present at such meeting.

### **Section 2**

Meetings of the Forum will be announced at least two (2) weeks prior to the date of the meeting. Besides the annual Spring Meeting held in the first quarter of each year, the Executive Committee will ensure that during years that do not contain a Fall Symposium, there are to be at least two (2) other training opportunities, workshops or seminars for the members of the Forum. Examples of such activities can include, but are not limited to, symposiums, co-sponsored regional user group events, paid/volunteer led workshops or seminars. The Fall Symposium will be held every other year so as not to occur in the same year as the larger Regional GIS User Group known as MAGIC.

The Spring Meeting will be the platform for the Annual Business Meeting of the Forum. At this meeting, the Executive Committee will report on their activities for the past year and the expected activities for the year ahead. The Fall Symposium will be the platform for the election of the four (4) officers. This will provide a turn over period, allowing the outgoing officers to educate the newly elected officers in the roles for which He/She will assume January 1<sup>st</sup> of the following year. A venue and date for the Fall Symposium will be based on input from the Forum, officers and the Executive Committee members who are active and/or will be in office at the time the event occurs.

## **ARTICLE V – PARLIAMENTARY PROCEDURE**

Roberts Rules of Order Revised shall be the parliamentary authority of the Forum, the Executive Committee and other committees, except as the same have been modified by these By-laws.

## **ARTICLE VI – CONFLICT OF INTEREST**

Any member of the Executive Committee who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Executive Committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Executive Committee to voluntarily excuse themselves and will vacate their seat and refrain from discussion and voting on said item.

## **ARTICLE VII – ORDER OF BUSINESS**

The order of business at regular meetings of the Executive Committee shall be as follows:

1. Call to order
2. Adoption of the minutes of the previous meeting
3. Financial Report
4. Old Business
5. Presentation/Workshops
6. Reports of Committees
7. New Business
8. Adjournment

## **ARTICLE VIII – INDEMNIFICATION**

The Forum shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, (other than an action by the Forum against such person) by reason of the fact that such person is or was an officer, director, committee member, or other agent of the Forum, against all expenses (including reasonable attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonable incurred by said person in connection with such action, suit or proceeding if the Executive Committee determines that the person acted in good faith and within the scope of his or her duties as an officer, director, committee member or other agent of the Forum. The Forum will purchase and

maintain liability insurance on behalf of any such person. The Executive Committee shall have the sole and exclusive right to determine whether a person is entitled to indemnification pursuant of this Article.

#### **ARTICLE IX – AMENDMENTS**

These By-laws must be amended or repealed by a 2/3 majority vote by the members of the Forum, in attendance, at any regular meeting, provided that a copy of any proposed amendment(s) is distributed by mail or electronically to the members of the Forum for consideration no later than thirty (30) days prior to the meeting date of the vote.

Any amended changes to this document will be tracked and attached to this document as an Appendix showing the changes approved and/or repealed and the date of the meeting at which the vote took place.

#### **ARTICLE X – DISSOLUTION**

In the event of the dissolution of the Arkansas GIS Users Forum, all funds shall, after paying or making provision for payment of all of the liabilities of the Forum, be disbursed to a non-profit educational and/or scientific organization.

#### **CERTIFICATE**

I, the undersigned, hereby certify that I am the Secretary of the Arkansas GIS Users Forum, and the keeper of its corporate records; that the foregoing By-laws were duly adopted by the members of said Forum as and for the By-laws of said Forum, effective as of the 21<sup>st</sup> day of March, 2012; that the foregoing constitute the By-laws of said Forum; and that such By-laws are now in full force and effect.

Dated: 03/21/12

Katy Hattenhauer  
Katy Hattenhauer, Secretary