



CONSTITUTION AND BYLAWS

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Constitution and Bylaws
of the
Nebraska GIS/LIS Association, Inc.

CONSTITUTION

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CONSTITUTION OF THE NEBRASKA GIS/LIS ASSOCIATION, INC.

ARTICLE I

Name and General Provisions

- SECTION 1. The name of this organization shall be the Nebraska GIS/LIS Association.
- SECTION 2. The Nebraska GIS/LIS Association (the “Association”) is organized as a Nebraska Not-For-Profit Corporation. The Association shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Revenue Code.
- SECTION 3. The principal office of the Association shall be located in Lincoln, Nebraska. The Board of Directors may change the location of its registered office by majority vote.
- SECTION 4. The term “he” as used in this document shall be gender neutral.

ARTICLE II

Purpose

- SECTION 1. The purpose of the Association is to assist, educate, coordinate and guide the implementation, development and maintenance of GIS (Geographic Information Systems) technology in the State of Nebraska. The Association's efforts and focus include the following areas:
- a. Educate the general public, and public officials, about the nature of, and benefits from geospatial information and related technologies, including but not limited to geographic information systems, the Internet, global positioning technologies, and remote sensing.
 - b. Foster a spirit of cooperation among local, state and federal agencies, and the private sector in addressing common geospatial databases needs related to the geographic area of Nebraska.
 - c. Host regular meetings, conferences and technical workshops for the exchange of information and to exhibit products and services.
 - d. Publish documents, produce educational materials, and promote education pertaining to geographic information and related technologies.

ARTICLE III
Organization

SECTION 1. This organization, in its activities and in its membership shall be nonpartisan, nonsectarian, and statewide in its scope, except as local subordinate chapters may come into being, and shall be incorporated as a nonprofit organization.

ARTICLE IV
Membership

SECTION 1. The GIS/LIS Association is an alliance of individuals and recognized institutions and organizations such as Federal, State, County and City government agencies, regional associations of government and special districts, Institutions of Higher Learning, Professional Societies, not-for-profit organizations, utility companies, and private sector companies that are involved with geographic information in Nebraska. Membership is open to anyone interested in GIS with no limits to the number of members per agency or organization.

SECTION 2. The membership of this Association shall consist of the following classes:

- a. **Individual Member.** Any person who is active or involved in geographic information systems or peripheral technologies in the state of Nebraska.

An individual member shall have full membership rights and privileges, including but not limited to membership voting rights.

- b. **Student Member.** A person enrolled full-time at an institution of higher learning with an interest in geographic information systems or associated technologies (i.e., remote sensing, GPS). Student membership includes full membership with voting rights.

- c. **Sponsoring Member.** Any individual, group or business with an interest in geographic information systems or associated technology.

A sponsoring member shall provide the Association with one primary contact person for the individual, group or business and will be allowed discounts for available exhibit space at Association events and one registration for those events at the discounted membership rate. Sponsoring Membership includes voting rights (one vote per sponsor).

SECTION 3. Membership dues and responsibilities are outlined in Article I and II of the bylaws.

ARTICLE V

Meetings

- SECTION 1. **Annual Meetings.** There shall be an annual meeting of the Association's members held during the second quarter of the calendar year, unless otherwise ordered by the Board of Directors, for the election of the Board of Directors and Officers, for receiving and transaction of other business.
- SECTION 2. **Special Meetings.** Special meetings of the Association members may be called by the Board of Directors, or shall be called by the President upon the written request of twenty-five percent (25%) of the current voting membership.
- SECTION 3. **Meeting Notice.** Not less than thirty (30) days prior to the date of an annual or special meeting, the Secretary shall mail to each member, at their last recorded address, a notice that shall state the time, place, and the purpose of the meeting
- SECTION 4. **Quorum.** A quorum will consist of at least fifteen (15) voting members of the Association. In case there is less than this number, the presiding officer may adjourn the meeting until a quorum is present.
- SECTION 5. **Voting.** Decisions at annual and special meetings of the Association members shall be by a majority vote cast at the meeting. Each Individual Member shall have one vote. Proxy votes will not be permitted.
- SECTION 6. **Procedure.** The President shall act as the presiding officer of all meetings. In the case of incapacity, the President-elect shall preside. In all questions involving parliamentary rules not covered in the Constitution and Bylaws, Robert's Rules of Order shall govern.
- SECTION 7. **Mail Vote.** Mail Vote. Whenever, in the judgment of the Board, any question shall arise which it believes should be put to a vote of the Association members and which it deems it not expedient to call a special meeting for such purposes, the Board may submit such a matter to the Association members in writing by mail for vote and decision. The question thus presented shall be determined according to majority of the votes received by mail, facsimile, or E-mail within thirty (30) days after such submission to the Association members. Any and all action taken in pursuance of a majority vote in each case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

ARTICLE VI *Board of Directors*

- SECTION 1. **Management.** The Board of Directors shall have supervision, control and direction of the affairs as determined by the Association and shall carryout its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such policies, rules and regulations for the conduct of its business as shall be deemed advisable, and may, in execution of the powers granted, appoint

such agents as it may consider necessary. The policies shall be recorded and distributed to the membership. The Board may delegate powers to the officers, staff and committees, as it deems necessary for the administration of the affairs of the Association.

SECTION 2. **Composition.** The Board shall be composed of a President, President-elect, Past President, Treasurer, Secretary, and Six (6) Directors.

SECTION 3. **Terms.** The President-elect shall serve one year as President-elect, one year as President and one year as Past President. The Treasurer and Secretary shall each serve one-year terms. Directors shall serve two-year terms with three (3) Directors being elected in odd numbered years and three (3) Directors being elected in even numbered years. Terms shall expire with the adjournment of the next annual meeting at which the successor is elected. As a way to initiate the staggered Board of Directors terms, at the first annual meeting three (3) Directors will be elected for an initial one-year term and three (3) Directors will be elected for a two-year term.

SECTION 4. **Elections.** At the first annual meeting there shall be elected by letter ballot a President, a President-elect, Treasurer, Secretary, and six (6) Directors. Elections will be held each subsequent year to fill the offices of President-elect, Secretary, Treasurer, and three (3) Directors. Any regular member in good standing shall be eligible to run for elected positions. Any Director, Treasurer, or Secretary shall be eligible for re-election. Any Past-president may be elected as the Secretary, Treasurer, or a Director after his term as Past-president expires.

SECTION 5. **Nominating Committee.** The President, with the approval of the Board, will annually establish a nominating committee and designate one person as chairperson. The entire membership shall receive notice of the name, address and phone number of the Nominating Committee chairperson at least 90 days before the election. This notice may be effectuated by publication in the newsletter or by mailing to the last known address of each member. The nominating committee will prepare a slate of candidates utilizing the following procedures:

- a. The nominating committee will provide a slate of candidates for each open office that, to the extent possible, reflects a regional distribution of the Association membership. Nominations will be accepted for candidates for each open office until no later than 45 days prior to the election. The entire membership shall receive notice of the last date that nominations will be accepted at least 90 days before the election. This notice may be effectuated by publication in the newsletter or by mailing to the last known address of each member.
- b. At least one candidate will be nominated for each vacancy.
- c. The election will be conducted in a manner determined by the Board of Directors that ensures all members have the equal right and opportunity to vote.

- d. To be competent to stand for election, each nominee must be a member or sponsoring member designee in good standing and agree to serve if elected. The sponsoring member designee will be allowed to vote on Association business.

SECTION 6. **Board Meetings.** Except that the Board shall have a regular meeting at the time and place of the annual meeting, the Board shall meet upon call of the President at such times and places as may be designated, and shall be called to meet upon written demand of the majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board at their last recorded address at least fifteen (15) days in advance of such meetings. This provision may be waived upon unanimous consent of the Board. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with this constitution and bylaws. Board meetings may be conducted by telephone conference so long as all other conditions of meeting protocols are met.

SECTION 7. **Quorum.** A majority of the whole Board shall constitute a quorum at any meeting of the Board. In case there is less than this number, the presiding officer may adjourn the meeting until a quorum is present.

SECTION 8. **Absence.** Any member of the Board unable to attend a meeting shall notify the President of the reason for such absence. If a director is absent two (2) consecutive meetings for reasons, which the Board has failed to declare sufficient, the member's resignation shall be deemed to have been tendered and accepted.

SECTION 9. **Compensation.** Directors shall not receive any compensation for their services as Directors. Directors may receive reimbursement for actual expenses incurred in the performance of Association duties.

SECTION 10. **Resignation and Removal.** Any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or at the time of acceptance if no such time is specified. Any member of the Board of Directors may be removed from the Board by a vote of the Board equal to two-thirds of the total number of members on the Board of Directors. Such a removal vote can only be valid at a meeting in which the Board members were mailed a written notice of the meeting and its Board member removal agenda item at least thirty (30) days in advance of the Board meeting.

SECTION 11. **Vacancies.** Any vacancies, except that of the President and President-elect, that may occur on the Board by reason of death, resignation, removal or otherwise may be filled by the President for the unexpired term, subject to approval of the Board. A vacancy in the office of President or President-elect shall require a new election to be held to fulfill the remaining term of office. The Nominations Committee shall hold new elections within sixty (60) days of the office being declared vacant by the Board.

ARTICLE VII
Officers

- SECTION 1. **Elective Officers.** The elective officers of this Association shall be a President, a President-elect, Past-President, Treasurer, and Secretary. The President-elect, Secretary, and Treasurer shall be elected annually by the Association members. All elective officers shall have voting rights. The presiding officer must vote in the case of a deadlock.
- SECTION 2. **President.** The President shall preside at all meetings of the membership and of the Board of Directors except that he may appoint a temporary Chairman at any such meeting or part of such meeting. He shall be the principal officer of the Association and of the Board of Directors, and shall guide its functions. The President shall be a member ex-officio, with right to vote, of all committees except the nominating committee. The President shall perform such duties as are necessarily incidental to the office of the President or as may be prescribed by the Board of Directors and shall provide the Secretary with a copy of all official correspondence which he may conduct for the permanent records of the Association. The President shall take office upon adjournment of the annual meeting and his term shall expire upon adjournment of the next annual meeting.
- SECTION 3. **President-Elect.** The President-Elect may be delegated by the President in the event of the President's temporary disability or absence from meetings, and shall have such other duties as the President or Board may assign. The President-Elect shall take office upon adjournment of the annual meeting and his term shall expire upon adjournment of the next annual meeting.
- SECTION 4. **Past-President.** The Past-President shall have such duties as the President or Board of Directors may assign. The Past-President shall take office upon adjournment of the annual meeting and his term shall expire upon adjournment of the next annual meeting.
- SECTION 5. **Secretary.** The Secretary shall be elected for a one-year term. The Secretary shall give notice of and attend all meetings of the Association or its Board of Directors, to keep a record of the proceedings, to attest to documents, and perform such other duties that are usual for such office or may be duly assigned. The Secretary shall take office upon adjournment of the annual meeting and his term shall expire upon adjournment of the next annual meeting.
- SECTION 6. **Treasurer.** The Treasurer shall be elected for a one-year term. The Treasurer shall be custodian of all funds and act without bond. He shall keep books and accounts of the receipts and expenditures of the Association funds and render a financial statement at the annual meeting, and as directed by the Board of Directors. An independent audit may be conducted annually or at the direction of the Association.
The Treasurer shall take office upon adjournment of the annual meeting and his term shall expire upon adjournment of the next annual meeting.

All Association funds shall be deposited in the name of the Association in a bank or banks approved by the Board of Directors, and the withdrawal of any such funds shall only be made as follows: The President or Treasurer may singularly draw and sign orders in the name of Association for purchases under \$200. The Board of Directors must approve purchases over \$200.

ARTICLE VIII *Committees*

SECTION 1. Composition. The President may establish committees and subcommittees with the approval of the Board, and appoint members to serve on such committees and subcommittees as deemed necessary to carry out the purposes of the Association.

The President may also discontinue them when such committees have completed their function. The chairs of the committees and subcommittees shall be appointed by the Board for a one (1) year term.

SECTION 2. Standing Committees. The Association may have standing committees as approved by the Board. The Committees shall make reports as directed by the President, and the President shall be an ex officio member of all Standing Committees.

ARTICLE IX *Indemnification*

SECTION 1. Indemnification. The Association may, by resolution of the Board of Directors provide indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a director or officer of the Association, except in relation to matters as to which such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE X *Affiliation*

SECTION 1. Affiliation. The Association may affiliate with one or more other organizations or institutions in furtherance of the purposes of the Association. Any such affiliation must be approved by a majority vote of the Board. All votes on affiliation shall be by ballot and may be conducted by mail in accordance with Article V, Section 7. Withdrawal of affiliation or de-certification of affiliation must also be approved by a two-thirds (2/3) vote of the Board.

ARTICLE XI
Dissolution

SECTION 1. **Dissolution.** The Association shall use its funds only to accomplish the purposes specified in this constitution, and no part of said funds shall inure, or be distributed, to the members of the Association.

On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized educational, governmental or scientific organizations to be selected by the Board of Directors.

ARTICLE XII
Amendments

SECTION 1. **Amendments to Constitution.** Upon proposal by the Board, this Constitution may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of the votes cast by individual members currently in good standing.

SECTION 2. **Procedure.** This constitution may be amended at an annual meeting of the Association, provided that a copy of any proposed amendment shall be mailed to the last recorded address of each member at least thirty (30) days prior to the date of the annual meeting.

SECTION 3. **Amendment by Mail.** This Constitution may also be amended by mail, whenever, in the judgment of the Board, any question shall arise which it believes should be put to a vote of the Association members and which it deems it not expedient to wait for the annual meeting or to call a special meeting for such purposes, the Board may submit such a matter to the Association members in writing by mail for vote and decision. An amendment thus presented shall require a two-thirds vote of the votes received by mail, facsimile, or E-mail within thirty (30) days after such submission to the Association members. Any and all action taken in pursuance of a two-thirds majority vote in each case shall be binding upon the Association in the same manner, as would be action taken at a duly called meeting.

SECTION 4. The Board of Directors has the power to take special action not provided for in the Constitution when it is in the best interest of the Association.

BYLAWS OF THE NEBRASKA GIS/LIS ASSOCIATION, INC.

ARTICLE I

Membership

- SECTION 1. Membership, whether individual, student, or sponsoring is open to any group or person with an interest in advancing the Association's mission.
- SECTION 2. Each member of this Association shall be furnished with a copy of the Constitution and Bylaws of this Association.
- SECTION 3. The membership year shall be from May 1st to April 30. Dues shall be payable annually or biannually in advance, or at the time of the symposium or annual meeting.

ARTICLE II

Dues and Fees

- SECTION 1. Dues shall be payable annually or biannually in advance, and shall become due on the last day of April each year. The dues of the Association will be as follows:
- Individual Annual Membership: \$35
Individual Two (2)-year Memberships (Symposium-year only): \$50
Student Annual Membership: \$15
Sponsoring Annual Membership: \$150
- SECTION 2. Any person or group whose dues are more than one (1) month in arrears shall be so notified by the Treasurer.
- SECTION 3. Membership of any person or group whose dues are three (3) months in arrears shall terminate immediately unless the Board of Directors grants an extension.
- SECTION 4. Any member dropped under Section 3 of this Article may be reinstated by the payment of the membership dues.
- SECTION 5. When an application for Individual Annual Membership is received on or after February 1st the membership will become current immediately and will be valid through April of the following year.

ARTICLE III

Board of Directors

- SECTION 1. It shall be the duty of the Board of Directors to conduct the business of the Association.

SECTION 2. All questions before the Association will be decided by the Board of Directors or by a majority vote of the membership at a properly convened membership meeting as outlined in Article V, Section 1, 3, and 4.

SECTION 3. The Board of Directors has the power to take special action not provided for in these Bylaws when it is in the best interest of the Association.

ARTICLE IV ***Amendments***

SECTION 1. The Bylaws may be amended at any meeting of this Association or by the Board. No amendment shall be acted upon at a meeting unless a notice of the amendment shall be received in writing by the Secretary at least thirty (30) days prior to the meeting. A notice of the general nature of the amendment must be incorporated in the notice of the meeting. Any proposed amendment that shall receive a majority vote of the Quorum at a meeting shall be incorporated and become a part of the Bylaws of this Association.

ARTICLE V ***Seal***

SECTION 1. The Association may have a seal.

ARTICLE VI ***Accounting and Budget***

SECTION 1. The fiscal year shall be from January 1 to December 31st.

SECTION 2. The Board of Directors shall act as the Budget Committee. The budget for the forthcoming year shall be prepared and established by the Board of Directors at the Board Meeting during the last quarter of the current year.

SECTION 3. A budget report and financial statement shall be presented to the Board of Directors at each annual meeting and made available to all members.

SECTION 4. A deficit budget or deficit spending must have prior approval of the Board of Directors.

ARTICLE VII ***Publications and Communication***

SECTION 1. The official publication of the Association is The Nebraska GIS Update, a newsletter.

SECTION 2. The newsletter shall be published at the discretion of the Board of Directors.

- SECTION 3. Copies of The Nebraska GIS Update shall be made available free to all current members of all grades of the Association and to officers of similar organizations in Nebraska and other states when so requested.
- SECTION 4. The communications committee will create and maintain an Internet Web page for purposes of Association business.
- SECTION 5. The communications committee will maintain an electronic mailing list to be used for Association business and communications.