

California Geographic Information Association By-Laws

ARTICLE 1. NAME

The name of the body shall be the California Geographic Information Association (hereinafter "Association"). The name of the Association's executive committee shall be the Board of Directors (hereinafter "Board").

ARTICLE 2. PRINCIPAL OFFICE

The principal office of the Association shall be in a location that is determined by the Board. The Association may have other offices as may be designated by the Board.

ARTICLE 3. PURPOSE

Section 1. General Purpose

The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public purposes.

Section 2. Specific Purpose

The specific purpose of the Association is to:

- Encourage appropriate, coordinated, and cost effective use, acquisition, exchange, and management of geographic information in the State of California;
- Promote the use of consistent standards, procedures, and mechanisms for ensuring the accuracy and quality of geographic information used and created by public and private entities in California;
- Support and promote the practice of GIS;
- Monitor developments in the field of GIS and inform the membership of same;
- Serve as a resource for its membership; and,
- Provide a forum for the exchange of ideas and information.

ARTICLE 4. LIMITATIONS

In order to act in the best interests of its membership and professionals, the Association may engage in advocacy and lobbying. Such activities shall be conducted in strict compliance with applicable tax and other legal limitations. Advocacy and lobbying activities which do not directly support the specific purpose of the Association, as defined by Article 3, Section 2 of the by-laws, are not permitted. The Association shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

The Association shall operate as a non-profit organization. Its income shall be used only for Association purposes, and no member or other individual shall benefit from any net earnings, except that the Association may pay reasonable compensation for services rendered, and make payments and/or distributions in furtherance of the Association's purposes.

ARTICLE 5. MEMBERSHIP

Section 1. Membership Eligibility

Any persons or entities involved in geographic information activities or interested in advancing and promoting the purpose and objectives of the Association are eligible for membership. All persons or entities who meet the eligibility requirements, regardless of race, color, creed, national origin, ancestry, sex, marital status, disability, age, religious or political affiliation, or sexual orientation, may become members of the Association by filing an application and paying the current annual dues at the time of application.

Section 2. Classes of Membership

The Association shall have four (4) statutory classes of membership, which are Sustaining Member – Private, Sustaining Member – Education/Non-Profit, Regular Member, and Student Member. The Board may, at its discretion, create supplemental classes of membership that are deemed necessary to maintain a viable organization. When such supplemental classes of membership are adopted, the Board shall prepare definitions for those classes and shall publish those definitions for the benefit of the members of the Association.

The statutory membership classes are defined as follows:

- Sustaining Member – Private. A sustaining corporate member may be any person or entity who meets the eligibility requirements. If the sustaining member is an entity such as a business, agency, or organization, the entity shall identify in writing, at the time of application and annually with its dues payment, a single individual as its representative who shall have the right to vote on behalf of the entity. The named representative shall serve for the fiscal year covered by the dues payment. The representative may be replaced by the entity provided notification of such replacement is given in writing to the Treasurer of the Association. This class of membership shall be entitled to additional privileges of membership as deemed appropriate by the Board.
- Sustaining Member – Education/Non-Profit. A sustaining education-non-profit member may be any person or entity who meets the eligibility requirements. If the sustaining member is an educational or non-profit organization, the entity shall identify in writing, at the time of application and annually with its dues payment, a single individual as its representative who shall have the right to vote on behalf of the entity. The named representative shall serve for the fiscal year covered by the dues payment. The representative may be replaced by the entity provided notification of such replacement is given in writing to the Treasurer of the Association. This class of membership shall be entitled to additional privileges of membership as deemed appropriate by the Board.
- Regular Member. A regular member may be any person who meets the eligibility requirements for membership.
- Student Member. A student member may be any person who meets the eligibility requirements for membership and can provide evidence that he/she is a student, actively enrolled in an institution of higher learning for at least 6 credit hours. Evidence of enrollment, in the form of a current class listing or similar document, shall be provided at the time of application and with each subsequent annual dues payment. Classification as a student member shall be limited to a maximum period of six years after which the member may choose to become either a regular or sustaining member.

The use of the term "general membership" shall mean all classes of membership created pursuant to this section.

Section 3. Membership Dues

- A. Membership dues shall be annually determined by the Board and presented to the membership for approval at the Annual Meeting.
- B. Each member shall receive email notice thirty (30) days prior to their membership renewal date. Members who have paid their annual dues shall be deemed to be in good standing.
- C. If payment is not made within thirty (30) days of the membership renewal date, the member shall, without prior notice, have their dues classified as delinquent and shall lose all privileges of membership. Members may be reinstated with privileges at any time during the fiscal year upon payment of the delinquent dues.
- D. All current and newly elected Board members shall pay their membership dues prior to the commencement of their Board term (July 1).

Section 4. Membership Privileges

All members in good standing, whether individuals or entities, shall have the right to vote on matters put before the general membership and serve on committees. Individuals, who are members in good standing, regardless of membership class, shall have the right to hold office in the Association.

Section 5. Misuse of Affiliation; Misrepresentation

Any member who misrepresents the status or nature of the Association, or makes use of their affiliation with the Association, in a manner considered improper by the Board may have their privileges suspended by the Board after opportunity has been given to the individual for a hearing before the Board. The member may be expelled from the Association by a majority vote of the Board at its next regularly scheduled meeting. An appeal for reinstatement may be considered by the Board no sooner than one year after expulsion.

Section 6. Limitation of Liability

No member or officer shall be individually liable for the debts, contracts, and other obligations of the Association, other than their dues paid for membership. This stipulation shall appear in any contract entered into, by, or on behalf of the Association.

ARTICLE 6. BOARD OF DIRECTORS

Section 1. Calendar

The Association shall operate under a fiscal year calendar that begins on July 1 and ends on June 30.

Section 2. Management

The Board shall provide leadership, vision, and policy direction; supervise, control, and direct the affairs and funds of the Association; and, actively promote the Association's purpose and objectives. The Board may adopt such 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 Board may delegate powers to officers, staff, and committees for the administration of the affairs of the Association.

Section 3. Composition

The Board of Directors shall be composed of the following: Chair, Vice Chair, past-Chair, nineteen (19) Directors, Secretary, and Treasurer. The Chair and Vice Chair shall represent the membership as a whole and may not hold more than one (1) position on the Board at a time. The Directors shall consist of the chair of the CGIA Community Forum, two (2) representatives of the membership at large, and up to four (4) representatives each from the following constituencies:

- Federal, State, and Tribal government agencies;
- Local government agencies (to include County and City government, Councils of Government, Regional Associations of Government, and Special Districts);
- Institutions of Higher Learning, Professional Societies, and Not-for-Profit Organizations; and
- Private Sector companies.

The constituencies have been designed to maintain diversity of interests on the Board. Each director is expected to represent the constituency to which they are elected, and they shall make their best efforts to act accordingly.

If a Director should change employer to one within a different constituency, the Director shall inform the Board and shall move to either the appropriate constituency or a vacant at-large position. Upon filling the vacancy, their previous position will be considered vacant unless the total number of Directors would exceed nineteen (19).

The Secretary and the Treasurer shall be appointed by the Board and may be selected either from the Directors or the general membership. Members of the Board shall, at all times, be members in good standing of the Association whose normal place of residence or employment is in California.

Voting members of the Board shall be the Chair, Vice-Chair, and the nineteen (19) Directors.

Section 4. Terms of Office

- A. The term for the Chair shall be twelve (12) months and shall commence at the start of the fiscal year following their term as Vice Chair.
- B. The term for the Vice Chair shall be twelve (12) months and shall commence at the start of the fiscal year following their election.
- C. The term for the past-Chair shall be twelve (12) months and shall commence at the start of the fiscal year following their term as Chair.
- D. The term of office for the Directors of the Board shall be twenty-four (24) months commencing at the start of the fiscal year following their election.
- E. The Secretary and Treasurer shall be appointed during the first regularly scheduled meeting of the fiscal year and shall serve until the first meeting of the following fiscal year when their successors shall be appointed. The Secretary and Treasurer may be appointed to successive terms of office.

Section 5. Nominations and Elections

Annually the members in good standing of the Association shall elect nine (9) Directors and the Vice Chair for the Board of Directors. At the completion of the term of the Chair, the Vice Chair shall accede to the position of Chair, and the Chair shall become the past-Chair. The nominations and elections shall be conducted by the Elections Committee, with the approval of the Board, according to the following procedures:

- A. The Elections Committee shall establish a calendar for its activities to ensure that all time frames can be met such that the elections are completed prior to the start of the fiscal year.
- B. The Committee shall solicit nominations for the positions of Director from each of the nine (9) recognized sectors. The Committee shall solicit nominations for the position of Vice Chair from the general membership. Nominations shall be made by members in good standing. A member in good standing may be self-nominating.
- C. Every effort shall be made to acquire at least two nominations for each position appearing on the ballot. The Committee shall verify that the nominees are members in good standing and that the nominees understand they must maintain their membership in good standing at all times while serving on the Board, should they be elected. The nominees must agree to serve prior to the placement of their names on the ballot. Each nominee shall be encouraged to provide a Statement of Candidacy for inclusion in the voting materials. The Committee shall submit the slate of candidates to the Board for final approval prior to the preparation of the ballot and voting materials.
- D. The election shall be conducted by secret ballot. The Elections Committee shall compile an election email that contains the election ballot, voting instructions, and Statements of Candidacy. The ballot and voting materials shall be emailed to the members in good standing at least fourteen (14) days prior to the election date. The election date shall be scheduled to occur approximately one month prior to the start of the fiscal year. Ballots must be returned via email or online form by the specified election date. The results of the election shall be announced via email and on the Association's website.

Section 6. Meetings of the Board

It is the intent of the Association that the Board have regularly scheduled meetings. Meetings of the Board shall be open and occur at least quarterly, at times and places determined by the Board during the first meeting of the fiscal year. The Annual Meeting shall serve as one of the quarterly meetings.

Emergency meetings of the Board may be called by the Chair, with at least twenty-four (24) hours notice, to discuss and take action on issues that are critical and need immediate resolution. Emergency meetings may be conducted by teleconference or email so long as all other conditions of the meeting protocol are met.

A record of proceedings from general and emergency meetings shall be available to members of the Association within forty-five (45) days from the conclusion of the meeting.

The usual parliamentary rules as laid down in Robert's Rules of Order¹ shall govern all deliberations of the Board.

Section 7. Duties of the Board of Directors and Officers

- A. In addition to the management responsibilities described in this Article, the Board shall propose a list of objectives annually for approval by the general membership at the Annual Meeting. The members of the Board shall serve on committees except as stated below.
- B. The Chair shall be the principal officer of the Board, shall preside at all meetings of the Board, and shall be responsible for implementing the decisions and actions taken by the Board. The Chair shall serve as the Board's representative on or before other organizations having missions and objectives common with those of the Association and shall represent the Board before other bodies and organizations on issues relevant to the Association's purposes and objectives. The Chair may authorize or appoint other members to represent the Board with other organizations upon approval of the Board. The Chair shall be a voting member of the Board and may serve on all committees created by the Board other than the Elections Committee.
- C. The Vice Chair shall assist the Chair in the discharge of the Chair's duties as requested by the Chair or Board. In the absence or inability of the Chair to perform the duties of the Chair, the Vice Chair shall assume all duties of the Chair, including voting privileges. The Vice Chair may serve on all committees created by the Board other than the Elections Committee.
- D. The Past-Chair shall serve in an advisory role. The past-Chair shall be a non-voting member of the Board, unless the past-Chair is a duly elected Director.
- E. The Secretary shall give notice of and attend all meetings of the Board; keep a record of the proceedings; keep a record of the last known email of members; publish the records of proceedings; attest to documents of the Board; and, perform such other duties that are usual for this office or as may be duly assigned. The Secretary shall be a non-voting member of the Board, unless the Secretary is a duly elected Director.
- F. The Treasurer shall prepare an annual budget proposal; keep an accurate account of all monies received by the Association and expended by the Board; make disbursements authorized by the Board; and report to the Board an audit of the accounts at the first general meeting following the close of the fiscal year. The Treasurer shall deposit all sums received into an account kept with a financial institution approved by the Board. An independent audit may be conducted at the direction of the Association. The report of audit and corrective action taken (if any) shall be presented by the Treasurer at the first general meeting, following receipt of the independent auditor report. The Treasurer shall be a non-voting member of the Board, unless the Treasurer is a duly elected Director.

Section 8. Quorum

A quorum shall be required for the transacting of business by the Board of Directors. A quorum shall be one-half ($\frac{1}{2}$) of the voting members of the Board. In the event this is a fractional number, it shall be rounded up to the next higher whole number. Every attempt shall be made to constitute a quorum. The agenda for regularly scheduled meetings, and materials for the

¹ A version of Robert's Rules of Order can be viewed at <http://www.rulesonline.com/>.

planned items of business, should be made available to Board members prior to the meeting to afford Board members the opportunity to designate a proxy for voting purposes. Proxies designated prior to the commencement of the meeting shall be counted towards the formation of a quorum. In the absence of a quorum, only activities of an informational nature may take place during the meeting.

Once quorum has been achieved, more than one-half ($\frac{1}{2}$) of non-abstaining votes must support a motion for it to be passed, unless a different proportion is required by the motion.

Board votes may be conducted outside of regular meetings, including via email or poll, providing that the quorum requirements are met. The results of votes held outside meetings shall be summarized and duly recorded in the minutes of the subsequent regular meeting.

Section 9. Legal Advisor

The Board may obtain legal counsel to advise the Board on issues that may affect the Association or the Board. Said legal counsel shall attend meetings of the Board and the Association, when requested by the Board, and shall provide other assistance as requested by the Board or Chair.

Section 10. Absence

Any member of the Board unable to attend a meeting shall notify the Chair of the reason for such absence. If a Director or Officer is absent two (2) consecutive meetings for reasons that the Board has failed to declare sufficient, the member's resignation shall be deemed to have been tendered and accepted.

Section 11. Compensation

Directors and Officers shall not receive any compensation for their services as Directors or Officers. Directors and Officers may receive reimbursement for actual expenses incurred in the performance of Board duties when approved by the Board. Original receipts must be submitted for reimbursements to be approved. The Board shall determine the maximum allowable expenses for travel, lodging, and meals.

Directors and Officers shall be prohibited from billing the Association for consulting services unless a contract has been duly awarded.

Section 12. Resignation and Removal

Any Director or Officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein or at the time of acceptance if no such time is specified. Any Director or Officer may be removed for reasonable cause by a two-thirds ($\frac{2}{3}$) vote of the Board at any regular or emergency meeting at which a quorum is present.

Section 13. Vacancies

- A. Any vacancies in the Director positions may be filled from the members in good standing for the unexpired term, subject to majority vote by the Board. If the vacancy is scheduled to occur at the end of the fiscal year and a letter of resignation has been submitted prior to the establishment of a slate of candidates for the regular election, the

- vacancy may be filled through the regular election process; however, the newly elected Director shall serve out the unexpired term of the previous Director.
- B. In the event that the Chair is unable to complete their term, the Vice Chair shall accede to the office of Chair for the unexpired term. If the remaining period of the unexpired term covers two (2) or fewer regularly scheduled meetings of the Board, then the Vice Chair shall be deemed to have been operating in the absence of the Chair and shall be allowed to fulfill their scheduled full term of office as Chair.
 - C. If the Vice Chair is unable to complete their term, or the position is vacated due to accession of the Vice Chair to the position of Chair, then the Board shall appoint a member of the Board of Directors to fill the position of Vice Chair.
 - D. Vacancies occurring in the offices of Secretary and Treasurer shall be filled by the Board at its next regular or emergency meeting. The new appointee shall complete the unexpired term.

ARTICLE 7. COMMITTEES

Section 1. Committees

The Board may establish committees and appoint members to serve on such committees as deemed necessary to carry out the purpose and objectives of the Board. The Board shall appoint one (1) member from the Board to serve as Chair for each committee it creates.

Section 2. Standing Committees

The Board may form standing committees, as it deems necessary. Such committees may include, but are not limited to, the Elections Committee, the Awards Committee, the Engagement and Communications Committee, the Website Committee, the Advocacy Committee, and the Membership Committee.

Section 3. Operations of Committees

The committee Chair shall be responsible for organizing the affairs of the committee and representing the committee before the Board. Committees shall keep a record of all proceedings and provide a copy to the Board Secretary. Committees shall meet, discuss, study, and resolve assigned issues as needed to carry out the business of the Association. Committees shall meet at least four (4) times per year.

ARTICLE 8. STAFFING

Section 1. Staff Personnel

The staff of the California Geographic Information Association may include an Executive Director and such other professional, technical, clerical, or service personnel as the Board deems necessary to perform the functions of the Association. The Board may employ the services of professionals, consultants or other independent contractors, as it deems necessary to perform the functions of the Association. The Board shall specify the duties, determine the compensation, and exercise general supervision over staff of the Association and independent contractors. Consultants and independent contractors may bid for work by submitting a written proposal describing the specific work to be performed, including a detailed budget specifying a

"not-to-exceed" amount for the contract. Contracts shall be awarded by a majority vote of the Board.

Section 2. Executive Director

The Board may contract with an individual to act as Executive Director. If an Executive Director is appointed, they shall be in charge of the administration of the Association under the direction and review of the Board. The Executive Director shall be responsible to the Board for the proper conduct of the affairs of the Board, except where otherwise provided, including: the direction and supervision of staff and independent contractors, the operation of the Association under financial conditions set forth in the annual budget, the care of facilities and equipment, and the efficiency of the service of the Board. The Executive Director shall attend all meetings of the Board and Association except for the portions of those meetings at which the appointment or compensation for the position is to be discussed. The Executive Director shall submit quarterly and annual reports. The Executive Director shall make recommendations to the Board regarding such policies and procedures as will promote the general efficiency of the Association Day to day management of the Association shall be vested in the Executive Director subject to review and approval of the Board.

ARTICLE 9. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meeting

There shall be an Annual Meeting of the Association during the first half of the fiscal year, unless otherwise ordered by the Board. The business to be conducted at the Annual Meeting shall include adoption of the annual list of objectives, receiving of annual reports, adoption of membership dues and budget, and transaction of other business. The Secretary for the Board shall publish notice of the meeting at least thirty (30) days prior to the meeting. The Secretary shall then publish a detailed agenda of the meeting seven (7) days prior to the meeting.

Section 2. Location of Annual Meeting

Meetings shall be conducted as a web conference.

Section 3. Quorum

A quorum for the Annual Meeting shall be deemed constituted by the members in good standing in attendance at the meeting.

Section 4. Order of Business

The order of business at the Annual Meeting of the Association shall be as follows:

- A. Call to Order
- B. Review of the previous Annual Meeting
- C. Reports of Treasurer
- D. Reports of the Board
- E. Reports of the Committees
 - a. Standing Committees
 - b. Special Committees

- F. New Business
 - a. Adoption of the Annual Budget and Membership Dues
 - b. Adoption of the Annual List of Objectives
 - c. Other New Business
- G. Adjournment

Section 5. Regional Meetings

Members of the Association may seek to form regional confederations to effectively foster the purpose and objectives of the members within a specific geographic region. Regional confederations shall, with the concurrence of the Board, develop Bylaws that define the purpose and region of influence for the regional confederation. Regional confederations shall meet at least quarterly and shall operate in accordance with these bylaws.

Section 6. Special Meetings

Special meetings of the Association may be called by the Chair of the Board, or shall be called by the Chair upon written request of thirty-three percent (33%) of the members of the Board. The Secretary shall give notice to the members of the Association of the time and place of the special meeting at least seven (7) days prior to said meeting.

Section 7. Voting

Decisions at the annual, regional, and special meetings of the Association shall be by majority vote cast at the meeting. Each member in good standing shall have one (1) vote. A member in good standing may grant a proxy for the purposes of voting on the items contained in the published meeting agenda, provided the proxy is given in writing and presented to the Treasurer prior to the start of the meeting for verification. Whenever, in the judgment of the Board, any question shall arise which it believes should be put to a vote of the membership, and when the Board deems it not expedient to call a special meeting for such purposes, the Board may submit such a matter to the members in good standing, in writing, by email, for vote and decision. The Secretary shall email the election package to the last recorded email address of each member in good standing. The questions thus presented shall be determined according to a majority of the votes received electronically by the specified voting deadline. The results of such votes shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

Section 8. Parliamentary Procedure

The Chair may conduct meetings in an informal manner, however, Robert's Rules of Order shall govern all deliberations.

ARTICLE 10. DISSOLUTION

In the event the Association is dissolved, the Board of Directors of the Association shall be responsible for the disposition of the books and records. Any remaining monetary assets shall be donated to a charitable organization, to be chosen by the Board, provided the organization benefits the residents of the State of California.

ARTICLE 11. AMENDMENTS

Section 1. Amendments to Bylaws

Upon proposal by the Board or by any member in good standing of the California Geographic Information Association, these Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) majority of the votes cast by the members in good standing of the Association.

Section 2. Procedure

Votes for amendments to the Bylaws shall be conducted by email or web form vote. The Board Secretary shall email the Bylaw amendment to the last recorded email address of each member in good standing at least thirty (30) days prior to election date. Ballots must be returned by the specified election date.

Section 3. Integration of CGIA Community Forum

CGIA and the California GIS Council (now the “CGIA Community Forum” and formerly also known as the “CGIA Community Council”) mutually agreed to integrate based upon the terms and conditions set forth in the document Integration of CA GIS Council into CGIA - Terms and Conditions which was approved by CGIA on August 2nd, 2022 and by the California GIS Council on September 8, 2022. Any changes to these terms and conditions shall be made as Amendments to the CGIA by-laws.

APPENDIX 1: REVISIONS

June 2007

The Membership Section of these Bylaws were revised by vote of the Credentialed membership during the June 2007 CGIA Board Elections Process.

November 2020

The Bylaws were revised by vote of the credentialed membership in November 2020 by e-vote. Updates included:

- transition to conducting most of the Association's business via email
- removal of gender specific pronouns
- clarification of non-profit status
- Board composition

November 2022

The bylaws were revised by vote of the credentialed membership in November 2022 by e-vote. Updates included:

- Addition of Tribal Government constituency to the CGIA Board;
- Addition of the CGIA Community Council Chair to the CGIA Board;
- Addition of Article IX Section 3, noting the terms of the CGIA-CA GIS Council integration as described in the document Integration of CA GIS Council into CGIA - Terms and Conditions.

November 2024

The by-laws were revised by vote of the credentialed membership during the November 2024 Annual Meeting. Updates included:

- Addition of statement on advocacy and lobbying activities;
- Updates to simplify Board constituencies;
- Reductions to limitations when filling vacant Director positions;
- Clarification of quorum and Board voting procedures;
- Grammatical and linguistic clarifications.