



Coastal Bend Geographic Information Systems (CBGIS) User Group Bylaws

Revised & Adopted: February 10, 2015



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Article I. Mission Statement

The CBGIS is a service oriented organization whose goal is to bring together users at any level in public, private and educational sectors who are interested in geo-technology. This group will facilitate open dialogue, collaboration, public awareness, educational resources, data sharing, professional growth and representation to assist its membership in their everyday jobs

In an effort to carry out this mission CBGIS shall:

- Facilitate the professional interaction between GIS users in the region.
- Foster training and professional enrichment opportunities for the GIS users in the region.
- Promote and foster the growth of the geospatial information and technologies profession.

CBGIS is not directly affiliated with Esri. Esri did not create CBGIS and does not in any way fund CBGIS. CBGIS has always been entirely supported by GIS professionals in the region that volunteer to run, organize, and host events. CBGIS welcomes all who are interested in GIS technology.

Article II. Official Business Location

The official business location of CBGIS will be the address in the CBGIS region as agreed upon by the current Executive Board. This address logically will be the address of the **active Treasurer** unless otherwise assigned.

CBGIS may change the principal office from one location to another within the CBGIS region by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Officer	Position	Address	Initial Date
Norma Nolzaco	Vice President	2910 Leopard St, Corpus Christi, TX 78408	February 10, 2015
Lee Zapata	Treasurer	714 E. Concho St. Rockport, TX 78382	

Article III. Membership

Section 3.01 Qualifications

The principal criterion of eligibility for membership shall be a mature and deep interest in the field of geographic information systems. Any person with such an interest and in agreement with the objectives of CBGIS may be proposed for membership by submitting a membership application form.

Section 3.02 Classification

- (a) **Standard** - Open to all individuals who are interested in geospatial information and technology and who are willing to pay annual individual membership dues to the CBGIS.
- (b) **Student** - Open to all part-time and full-time students who meet all of the following criteria:
 - Enrolled at an accredited institution
 - Not working full time in geospatial or other related field
 - Interested in geospatial information and technology
 - Willing to pay annual individual membership dues to CBGIS

An active member to be classified as in “*good standing*” should attend two quarterly group meetings per calendar year.

Section 3.03 Dues and Fees

- (a) Dues and benefits for all categories of membership shall be determined by the Board annually and defined in the Procedures and Policy Manual.
- (b) Nonpayment of dues shall be considered as equivalent to a resignation from the CBGIS.
- (c) All other fees and shall be determined by the Board.
- (d) No discount will be credited to members who have paid for a Standard or Student membership independent of a Complimentary CBGIS membership associated with a conference registration.

Section 3.04 Timeframe

- (a) Standard CBGIS membership is for one full year from the date of paying membership dues as defined in the Policies and Procedures Manual.
- (b) Student CBGIS membership is for one full year from the date of paying membership dues as defined in the Policies and Procedures Manual.
- (c) Complimentary CBGIS membership is offered for those attending the Regional or a State Chapter conference. The membership is valid for the year following the conference the complimentary membership is granted under until the next annual conference (*Approximately 1 year*).

Section 3.05 Rights and Privileges

- (a) Standard CBGIS membership has all the rights and privileges of membership including the right to vote, serve on committees, and hold Board Member positions unless otherwise restricted.
- (b) Student CBGIS membership has all the rights and privileges of membership including the right to vote and serve on committees unless otherwise restricted.

Article IV. Board Members

Section 4.01 Identification of Board Positions

The **Executive Board** shall be comprised of the following five (5) Board Members and such Board Members stand as an ex-officio board to all subcommittees unless otherwise exempted in writing.

President, Vice President, Treasurer, Secretary and Past President

Section 4.02 Minimum Qualifications

- (a) The minimum qualification to become a CBGIS Board Member is to have been a member of CBGIS in *good standing* for a minimum of one year. Additional qualifications are based on individual Board positions requirements.

A Board Member's membership to CBGIS shall remain active throughout the duration of his/her elected or appointed term.

Section 4.03 Individual Board Member Qualifications, Duties, and Successions

- (a) The **President** must have previously served on the Board at least one (1) full term and have been a member of CBGIS for a minimum of two (2) years. The President shall be elected by the CBGIS membership under the process defined in the existing Bylaws. The President shall take office immediately after the conclusion of the annual business meeting. The President shall represent the entire membership and the best interests of the CBGIS and is the official spokesperson and authorized signatory for CBGIS in the matter of contracts, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business. Furthermore, the President serves as the presiding officer of all CBGIS functions, the Chairman of the Executive Committee, the Chairman of the Board of Directors, and supports, defends, maintains, and ensures the implementation of the policies and programs adopted by the Board and CBGIS membership. Furthermore the President is to appoint chairs of all committees with ratification of the Board. The President may, at his/her discretion, with Executive Board approval assign another active Board Member authority to officially act on the behalf of CBGIS on individual items as necessary. In the event the President is absent or unable to act, the Vice President shall perform the duties and exercise the powers of the President.
- (b) The **Vice President** shall be elected by the CBGIS membership under the process defined in the existing Bylaws. The Vice President shall take office immediately after the conclusion of the annual business meeting. The Vice President works with the Board to determine yearly goals and works toward achieving those goals. The Vice President serves on all CBGIS committees and provides leadership as necessary. The Vice President also acts as the primary successor in the absence of the President or during his/her inability ability to perform the prescribed duties.
- (c) The **Past President** shall serve the Board the year immediately after fulfilling his/her elected Presidential term. In the event the newly elected President is the incumbent, the incumbent Past President shall remain the Past President until a different President is elected. The Past President shall take office immediately after the conclusion of the annual business meeting. The Past President is responsible for administering the annual election for new Board Members under the process defined in the existing Bylaws. In the event the acting Past President is unable to fulfill his/her duties the Board will appoint a qualified individual to fulfill the remainder of the Past President's term and carry out the essential functions of the position.

- (d) The **Secretary** shall be elected by the CBGIS membership under the process defined in the existing Bylaws. The Secretary shall take office immediately after the conclusion of the annual business meeting. The Secretary shall be the official recording officer of CBGIS and the custodian of its official records. The Secretary shall take and keep accurate records regarding all official business conducted by CBGIS. In the event the Secretary is unable to attend any official business meeting it is his/her responsibility to notify the Executive Board as early as possible and make arrangements for someone to keep official records during his/her absence.
- (e) The **Treasurer** shall be appointed to a two (2) year term by the Board during the first Board Meeting following the annual business meeting. The past Treasurer, newly appointed Treasurer and elected President shall make provisions as soon as possible after the appointment to conduct the necessary legal transfer of financial authority to the newly appointed Treasurer. The new Treasurer will be financially responsible for the financial operations of CBGIS for the remainder of his/her appointment. Responsibilities of the Treasurer shall be to collect all moneys due to CBGIS and pay all bills and fees in a timely manner. The Treasurer shall also be responsible for keeping track of all bank accounts, accounts receivable, accounts payable and other accounting information. This is to include maintaining credit cards and merchant agreements when necessary and completing and filing an annual Income Tax Return for the years the Treasurer is appointed. A formal report of all accounts regarding CBGIS shall be submitted for approval at each meeting. The Treasurer shall provide any additional services concerning the organization finances as requested by the Executive Board. The Past Treasurer will monitor the newly appointed Treasurer for a period of one (1) year to ensure a qualified transition. In the event the Treasurer is unable to fulfill his/her duties the Board will appoint a qualified individual and take the appropriate legal steps to transfer financial operations to a newly appointed Treasurer to fulfill the remainder of the 2 year appointment and carry out the essential functions of the position.

Section 4.04 Succession

In the event a Board Member is no longer able to fulfill the term for which they were elected and there is not a clearly defined, for example Vice President, suitable successor, the runner-up candidate from the most recent election shall be offered the open position. In the event the runner-up declines, the Board shall appoint a new Board Member to the position. The new Board Member shall take office immediately.

Section 4.05 Board Member Terms & Elections

- (a) Board Members serve a two (2) year term and may not serve more than four (4) consecutive years in the same Board position unless a Board Member Term Limit Waiver is granted. (President, Vice President, Treasurer, Secretary)
- (b) There shall be a description of responsibilities for each officer maintained at the offices of the Association, which shall be reviewed annually by the Executive Committee and revised as required. The following terms applies for the officers:
 - I. All officers shall serve for a two (2) year term
 - II. President and Treasurer will run for elections on even years
 - III. Vice-President and Secretary will run on odd years
 - IV. In the event that any officer cannot or is not willing to continue, that position will run for elections on any year.

Section 4.06 Past Board Member Requisition

- (a) In the event that a past Board member's expertise is required they can be requested to assist as needed with a simple majority approval of the Board.

Section 4.07 Attendance and Removal

- (a) In the event any Board Member is unable to attend a scheduled CBGIS Board meeting they are to notify the President or Vice President as soon as possible of his/her expected absence and make appropriate provisions for another Board Member to carry out his/her duties for the meeting.
- (b) In the event any Board Member misses in excess of three (3) Board meetings without making reasonable provisions prior to his/her absence this shall serve as grounds for Board appointed replacement of the position as per existing procedure outlined in the Bylaws.
- (c) Any Board Member may be removed from his/her Board position before the expiration of his/her term by a three-fourths (3/4) vote of the full Board if evidence is presented that the best interests of CBGIS are not being served.

Article V. Meetings

Section 5.01 Process

- (a) Robert's Rules of Order will be the authority for all questions or proceedings at any meeting of CBGIS and the affiliated chapters, sub-chapters, and special interest groups unless otherwise set forth .
- (b) All Board Members as recognized by the existing Bylaws cast a single weight vote.
- (c) A simple majority quorum of voting Board Members is required to conduct any business meeting.

Section 5.02 Meetings

- (a) Annual business meetings shall be a face to face meeting of the entire Board at a time and place to be determined by the Board. Board Members are to be notified no later than **30 days** prior to the meeting.
- (b) Quarterly business meetings may be face to face, conference call, or a hybrid of the entire Board at a time and place to be determined by the Board. Quarterly board meeting schedules and requirements will be outlined in the Policy and Procedures Manual.
- (c) Special business meetings may be face to face, conference call, or a hybrid of the entire Board at a time and place to be determined by the Board. Special business meetings may be held as needed to conduct necessary business as long as a full quorum can be gathered.

Article VI. Committees

The Board shall have the option to form Standing and Ad Hoc Committees to serve the purposes of CBGIS as prescribed by these Bylaws and as determined by the Board.

Section 6.01 Standing Committee Duties

- (a) Perform continuing tasks of CBGIS.
- (b) Report at least annually to the Board and more frequently if required by the Board.

- (c) Standing Committees may be added, modified, or disbanded at the direction of the Board without a change in the Bylaws unless otherwise provided in the Bylaws.
- (d) Standing Committees shall adhere to Board of Director approved policies and procedures.
- (e) For all formal committee (standing, ad hoc, and otherwise) meetings there shall be a designated note taker for the meeting who shall document the proceedings and ensure the recorded minutes are presented to the committee chair for submission to the CBGIS Board.

Section 6.02 Preset Standings Committees

- (a) The **Nominations Committee** prepares a list of qualified candidates for CBGIS's elections. There shall be two (2) members: Past-President (Chairman), and Treasurer.
- (b) **Committee on Structure.** The Vice President serves as Chairman, and members are the President, Past-President, and Treasurer. The committee recommends to the Board:
 - the annual goals and objectives for each standing and ad hoc committee
 - the chairman and member of each standing and ad hoc committee, and
 - the formation or dissolution of ad hoc committees.

Section 6.03 Ad Hoc Committee Duties

- (a) Creation and dissolution of ad hoc committees must be approved by the Board.
- (b) Ad hoc committees perform specific tasks.
- (c) Ad hoc committees shall report on a timely basis to the Board.
- (d) Ad hoc committees shall cease to exist when a final report is submitted and approved by the Board, or at such other time as designated by the Board.

Article VII. Nominations and Elections

Section 7.01 Presiding Board Members over Elections

- (a) The Past President is the presiding Board Member over the election process with assistance and guidance from the Treasurer and shall administer elections as outlined in the existing Bylaws with assistance from the Board as needed.
- (b) The current appointed Treasurer is to assist the Past President in the election process and shall administer elections as outlined in the existing Bylaws with assistance from the Board as needed.

Section 7.02 Candidate Eligibility

All Standard members in *good standing* who has been a member of CBGIS for a minimum of one (1) year prior to the call for nominations are eligible to run for any Board positions unless further restrictions are required for the specific positions.

Section 7.03 Nomination and Election Process

- (a) The Past President shall solicit nominations for Board positions not less than ninety (90) days prior to the ending of the calendar year.

- (b) The Past President and Treasurer shall verify the nominations eligibility and contact the nominee of the status of his/her nomination upon the closing of the nominations.
- (c) Upon meeting the requirements and the nominee accepting the candidacy the Past President shall notify the membership of its nominees not less than sixty (60) days before the date on which Board terms become effective.
- (d) Nominees shall have a minimum of ten (10) business days to accept his/her nomination as an official candidate and submit his/her acceptance to the Past President
- (e) If there are no nominations received and accepted for a Board position prior to the nomination submittal cutoff date, the Board will nominate a candidate.
- (f) The Past President shall administer the election which shall remain open to the membership for a minimum of fourteen (14) days.
- (g) The newly elected Board Members shall be notified as soon as the results of the election are official so preparations can be made for them to attend the annual business meeting.
- (h) The remaining nominees not elected will be notified as soon as the results of the election are official as a professional courtesy.
- (i) The winners will be formally announced at the first quarterly CBGIS meeting of the calendar year.

Article VIII. Referendum

Except as otherwise required by law, upon petition of twenty (20) percent of the voting members in *good standing*, a request for a vote of the members of CBGIS upon any matter may be addressed to the Board. If the matter is not inconsistent with these Bylaws, the Board shall present it up to the membership for a vote. The ballot or voting forum shall contain a statement of the arguments for and against the new provisions (if any). The issue will be decided by the simple majority of those voting.

Article IX. Policies and Procedures

The Executive Committee shall adopt policies and procedures to govern its procedures, which shall not be in conflict with these Bylaws. Such rules may be adopted or repealed by a two-thirds vote of the CBGIS Executive Committee.

Article X. Bylaws Amendments

- (a) The Bylaws of CBGIS may be amended, altered, or repealed by a simple majority vote of the Board of Directors.
- (b) Amendments of CBGIS's Bylaws may be proposed by the Board or by petition signed by twenty (20) percent or more of the active members of CBGIS. Votes on proposed amendments will be counted under the supervision of the Election Committee
- (c) If passed by simple majority vote, the amendment shall be incorporated into the by-laws and go into effect immediately.

- (d) Any amendments to the CBGIS's Bylaws or Charter that affect the voting rights of its members, as well as the quorum requirements applicable to voting members, must be approved by those voting members affected by the proposed change. In such cases, an affirmative response by a simple majority of the applicable quorum shall constitute approval.

Article XI. Fiscal Policies

Section 11.01 Compensation

- (a) While CBGIS does not expect an undue hardship to be imposed on Board Members due to CBGIS activities no CBGIS Board Member shall be financially or otherwise compensated for his/her time or effort as related to any CBGIS activity.
- (b) At the discretion of the Board CBGIS reserves the right to cover the normal operational expenses of travel, lodging, and food as set forth in the Policy and Procedures Manual for events and meetings associated with CBGIS.

Article XII. Publications

The CBGIS's website (www.cbgis.org) and SCAUG's website (www.scaug.org) are the official communication to the membership. Any notice on the website (www.cbgis.org and www.scaug.org) shall be considered full notice to all members of CBGIS for any purpose.

Article XIII. Financials

Section 13.01 Reimbursement

CBGIS will reimburse any Board Member for authorized expenses as defined in Policies and Procedures Manual.

Section 13.02 Audit

An independent audit of CBGIS shall be performed every two years by a Certified Public Accountant. Copies of this audit shall be distributed to the Board.

Section 13.03 Returning of funds

In the event a state chapter earns money through conference, training, or other fund raising sources a portion of the profit earned can be returned to that state chapter after all bills, expenses, and fees have been paid. The portion returned may not exceed 50% of the net profit from the event. The policy for returning the money must be agreed upon by the Board and defined in the Policy and Procedures Manual.

Article XIV. Code of Ethics

Recognizing the responsibilities of our profession to the Coastal Bend GIS (CBGIS) User Group and the industries it serves, and believing that we should encourage and foster high ethical standards in our profession, we do hereby adopt this CODE OF ETHICS for our constant guidance and inspiration predicated upon the basic principles of truth, justice, and fair play. Each member of CBGIS agrees to subscribe to this code when joining the association.

- ❖ To show faith in the worthiness of our profession through industriousness, honesty, and courtesy, in order to merit a reputation for high quality of service and fair dealing.
- ❖ To add to the knowledge of our profession by constant study and to share the lessons of our experience with our fellow members.
- ❖ To build an ever increasing confidence and goodwill with the public and our employers through poise, self-restraint, and constructive cooperation.
- ❖ To accept our full share of responsibility in constructive public service to community, state, and nation.
- ❖ To conduct ourselves in the most ethical and competent manner thus meriting confidence in our knowledge and integrity.
- ❖ To strive to attain and to express a sincerity of character that shall enrich our human contacts.

Article XV. Disability / Discrimination

Section 15.01 Personal Discrimination

- (a) CBGIS does not discriminate based on age, race, sex, national origin, religion, disability, pregnancy, medical condition, or any other criteria listed under ADA or EEOC.
- (b) CBGIS shall operate as an objective educational organization without political, social, financial or national bias.
- (c) CBGIS shall conduct its activities on a fair and equitable basis without bias to avoid any institutionalized discrimination
- (d) CBGIS shall encourage and promote the participation of women and minorities in all CBGIS activities.
- (e) While CBGIS will make every reasonable attempt to make special provisions for members it shall not be expected to do so in a manner that would put an excessive undue hardship on CBGIS.