

# AAGIS – Bylaws

June 1, 2011

## **Article I: Name**

This organization shall be known as the Alamo Area GIS User Group (AAGIS).

## **Article II: Purpose**

The AAGIS 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, public awareness, educational resources, data sharing, professional growth and representation to assist its membership in their everyday jobs.

## **Article III: Code of Ethics**

Recognizing the responsibility of our profession to the Alamo Area GIS User Group (AAGIS) 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 predicted upon the basic principal of truth, justice, and fair play.

To show faith in the worthiness of our profession by industry, 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 by poise, self-restraint, and constructive cooperation.

To accept our full share of responsibility in constructive public service to the 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.

Each member of AAGIS agrees to subscribe to this code when joining the association.

# AAGIS – Bylaws

## **Article IV: Membership**

Membership is open to any person, interested in geo-technology. Active membership status shall be maintained by attending at least two (2) regularly scheduled meetings per calendar year, as defined in the Bylaws.

## **Article V: Officers**

### **Section 1:**

The Executive Committee shall consist of four (4) elected and one (1) appointed members, as defined in the Bylaws. This committee shall consist of the following elected officers: President, Vice President, Secretary, and Past President; as well as the following appointed officer: Treasurer. All executive officers shall have voting rights.

### **Section 2:**

The President shall be a member of the Association who is elected by the membership. The President shall represent the entire membership and the best interest of the Association, be the official spokesperson for the Association (but may assign this authority), serve as the presiding officer of the Association, serve as Chairman of the Executive Committee, be an ex-officio member of all committees of the Association except as otherwise provided, have additional duties that are not inconsistent with the Bylaws. 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. The President shall plan the monthly officer meetings to include setting the agenda and announcing the meeting time and location to the executive officers.

### **Section 3:**

The Vice President shall be a member of the Association who is elected by the membership. If the office of President becomes vacant, the Vice President shall serve as President for the unexpired term and shall serve as President for the term to which he/she was elected. The Vice President shall plan the quarterly meetings to include setting the agenda and announcing the meeting time and location to members and/or prospective members.

### **Section 4:**

In the event that the Vice President shall not be able to serve, a Vice President shall be nominated by active membership and a special election shall be held at the discretion of the Executive Committee. The new Vice President shall take office immediately.

# AAGIS – Bylaws

## **Section 5:**

In the event that both the President and the Vice President shall be unable to serve, the active membership shall nominate a new President and Vice President and a special election shall be held at the discretion of the Executive Committee. The new President and Vice President shall take office immediately.

## **Section 6:**

The Past President shall serve on the Executive Committee for the year immediately following his/her presidency, and shall have such duties as the Executive Committee or the President may designate.

## **Section 7:**

The Secretary shall be a member of the Association and shall be elected by the membership. The Secretary shall be the recording officer of the association and the custodian of its records. The Secretary shall coordinate with the Treasurer to track current and expired memberships. The Secretary shall perform all such other functions and duties as appropriate and customary for the office of Secretary.

## **Section 8:**

The Treasurer shall be a member of the Association and shall be appointed by the Executive Committee. The responsibilities of the Treasurer shall be to collect all moneys due to the Association and pay all bids and fees. 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, when deemed necessary. A formal report of all accounts regarding the Association shall be submitted for approval at each board meeting. The Treasurer shall provide any additional services concerning the organization finances as requested by the Executive Committee. The departing appointed Treasurer will monitor the newly appointed Treasurer for a period of one year to ensure a smooth transition. The Treasurer shall attend all meetings of the Executive Committee and shall notify the President if unable to attend.

## **Section 9:**

The Events Coordinator shall be a member of the Association and shall have been elected, by the Executive Committee, as Events Coordinator-Elect in the previous year (See Section 10). The responsibilities of the Events Coordinator shall include all the duties required to arrange the annual Association's GIS Day event and conference that may occur during the term. The annual GIS Day event and conference are the primary

# AAGIS – Bylaws

responsibility of the Events Coordinator. All preparations and arrangements for GIS Day and this conference are the responsibility of the Events Coordinator. However, with approval of the executive committee, the Events Coordinator may appoint an events assistant (no voting privileges) and various committees to serve in various ways pertaining to GIS Day and the conference. The Events Coordinator will be expected to train and utilize the Events Coordinator Elect to assist with event preparations. While the Events Coordinator is in charge of arranging the events, the Coordinator does not have the authority to expend or collect funds for the organization without prior approval of the executive committee and in coordination with the Treasurer.

Immediately following the GIS Day event and conference, the Events Coordinator and events assistant of that year shall meet with the executive committee to review the event.

During that time the executive committee will review the attendance, comments & suggestions, membership and financial burden of the event. Upon acceptance of information requested by the executive committee, the executive committee will release the Events Coordinator and events assistant for that year. The Events Coordinator and events assistant shall be required to attend meetings as needed by the executive committee and shall notify the President if unable to attend.

## **Section 10:**

The Events Coordinator Elect shall be a member of the Association and shall be elected by the Executive Committee. This position was created in an effort to plan for the GIS Day event and conference a full year in advance and to allow the Events Coordinator Elect the opportunity to learn the process of coordinating a large event. In the first year, the Events Coordinator Elect shall include all the duties required to arrange the annual GIS Day event and conference that will occur during the following term. In the second year of the term, the Events Coordinator Elect will become the current events coordinator. During the first quarter of the first year of this term, the coordinator elect will, under the auspices of the executive committee, establish the location of the second year GIS Day event and conference and will begin contract negotiations. The Events Coordinator Elect, during the first year of their term, will assist and learn the role of the current events coordinator.

## **Section 11:**

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.

# AAGIS – Bylaws

## **Article VI: Finances**

### **Section 1:**

The fiscal year of the Association shall be set by the Executive Committee.

### **Section 2:**

All officers and agents of the Association responsible for the receipt, custody, and disbursement of funds may be required to give bond for the faithful discharge of their duties in such sums and with such sureties as the Executive Committee may determine.

### **Section 3:**

All checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issues in the name of the Association shall be signed by such officers or agents of the Association and in such a manner as shall be determined by the Executive Committee.

## **Article VII: Nominations**

### **Section 1:**

Nominations may be made by active members in good standing of AAGIS.

### **Section 2:**

Active membership shall nominate at least one (1) but preferably two (2) members for each office.

### **Section 3:**

The Executive Committee shall verify the eligibility of nominees as specified by the Association and shall determine that all nominees meet all requirements to serve.

### **Section 4:**

Individuals accepting nomination for President must have been an Association member for at least one (1) year.

### **Section 5:**

Individuals accepting nomination for Vice President must have been an Association member for at least one (1) year.

# AAGIS – Bylaws

## **Article VIII: Elections**

Announcement of election results shall be made by the Past President not less than thirty (30) calendar days before the date on which the Executive Committee terms become effective.

## **Article IX: Referendum**

### **Section 1:**

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

## **Article X: Committees**

### **Section 1:**

There shall be Standing Committees to serve the purposes of the Association as prescribed by these Bylaws and as determined by the Executive Committee.

### **Section 2:**

Standing Committees. The function and structure of Standing Committees shall be governed by the following:

1. Standing committees perform continuing tasks of the Association.
2. Standing committees shall report at least annually to the Executive Committee and more frequently if required by the Executive Committee.
3. Standing committees may be added, modified, or disbanded at the direction of the Executive Committee without a change in the Bylaws unless otherwise provided in the Bylaws.
4. Standing Committees shall adhere to the Executive Committee approved policies and procedures.

## **Article XI: Non-Increment**

### **Section 1:**

The Association is not organized for profit, and no part of an income, revenue, or grant of or to the Association shall be used for the benefit of any member, officer or other private

# AAGIS – Bylaws

person, except as reasonable compensation for services rendered in furtherance of one or more of its purposes, or for necessary expenses actually incurred.

## **Article XII: Indemnification**

### **Section 1:**

The Association shall indemnify any person and his or her estate and personal representative against all liability and expense incurred by reason of the person being or having been a director, officer, or employee of the Association to the full extent and in any manner that such person may be indemnified under the Texas Nonprofit Incorporation Act as in effect at any time. The Association shall also indemnify any person who is serving or has served the Association as director, officer, employee, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the directors, contract, or otherwise, so long as such provision is legally permissible.

## **Article XIII: Conflicts of Interest**

### **Section 1:**

The officers and directors of the Association have a fiduciary relationship to the Association. This relationship requires that, in performance of their duties, they shall act in good faith, with undivided loyalty to the Association, and with the high degree of diligence, care, and skill that reasonably prudent persons would exercise in the conduct of their own affairs. This relationship further requires that the officers and directors of the Association may not take advantage of their position, or the knowledge gained from their position, for private gain or other personal advantage, either for themselves, their families, or anyone else with whom they have a direct or indirect personal or financial interest, to the detriment of the Association. Specifically, this fiduciary relationship requires the avoidance of conflicts of interest and the affirmative duty to reveal to the Board conflicts of interest and apparent conflicts of interest that may exist through the disclosure of interests and activities such as the ownership, direct or indirect, of a financial or other interest in organizations supplying goods or services to the Association, or in organizations that provide services competitive with the Association; the performance of services to other organizations that do business with or are competitive with the Association; the receipt or acceptance of benefits from any organization doing, or seeking to do, business with the Association or with a competitor of the Association; or participation in or taking advantage of any business opportunity or activity that may be competitive with the Association.

### **Section 2:**

No contract or transaction entered into by the Association shall be rendered invalid by the

# AAGIS – Bylaws

fact that an officer or director of the Association is personally interested in it or may have interests that are or might be adverse to the interests of the Association if, at the meeting of the Association Executive Committee making, authorizing or confirming such contract or transaction the interested officer or director discloses (or causes to be disclosed) his or her interest in such contract or transaction, refrains from affirmatively asserting his or her influence in speaking or voting for the adoption of such contract or transaction, and such contract or transaction is adopted or ratified by a majority of all of the directors who are not so interested after first determining in good faith that (1) such contract or transaction is in the best interests of the Association notwithstanding the adverse or potentially adverse interests of the interested officer or director and (2) that such contract or transaction was not entered into solely because of the position of such interested officer or director with the Association.

## **Article XIV: Parliamentary Authority**

### **Section 1:**

The Executive Committee has discretion for the parliamentary reference to govern the proceedings for any or all matters of the Association, unless provided otherwise in the Association's documents.

## **Article XV: Policies and Procedures**

### **Section 1:**

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 AAGIS membership.

## **Article XVI: Amendments**

### **Section 1:**

The Bylaws of the Association may be amended, altered, or repealed by a majority vote of the AAGIS membership.

### **Section 2:**

Changes in the Bylaws may be made *with* a two-thirds vote of the Executive Committee favoring *the* change, provided thirty day notice of any proposed changes to the Bylaws have been brought forth at a regularly scheduled meeting as new business.



# AAGIS – Bylaws

## **Section 3:**

Any amendments to the Association's Bylaws 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 majority of the applicable quorum shall constitute approval.