

BYLAWS OF
THE GEOSPATIAL ADMINISTRATORS ASSOCIATION OF SOUTH CAROLINA

ARTICLE I

Purpose

Section 1. Objectives. The Geospatial Administrators Association of South Carolina, a South Carolina corporation, promotes effective development, coordination and utilization of geospatial resources within and among local governments.

The Corporation supports **Technology Standards** by promoting compatibility of data and systems between organizations. The Corporation supports **Business Management** by facilitating the development of common administrative business processes, standards, and tools which support effective planning and management of GIS operations; and identifying and promoting cost reduction opportunities and methods for operations and acquisitions. The Corporation supports **Member Communications** by creating a sense of community among geospatial technology decision makers by facilitating dialog on topics and issues of interest. The Corporation supports **Interagency Cooperation** by encouraging the sharing of knowledge, experience and resources between member organizations, and facilitating common understanding and consensus on issues which directly impact local government GIS. The Corporation supports **Education and Outreach** by providing educational opportunities to members on topics of interest related to GIS management; sponsoring conferences and educational events; publishing newsletters and other publications; expanding understanding and collaboration between GIS and other IT related disciplines; and mentoring future leadership within the local government geospatial community.

The Corporation is intended to be non-commercial in its activities, never promoting or favoring any single for-profit vendor or product.

Section 2. Mode of Operation. The corporation is intended to function in a non-profit manner, taking in sufficient income to cover its costs of operation and to maintain cash reserves to meet its commitments and contingencies. No profits or income will be distributed to officers or members of the corporation, and no officer or member shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Notwithstanding any other provision of these articles, the corporation is organized exclusively for purposes specified in the section of the Internal Revenue Code under which it seeks exemption from federal income tax, and shall not engage in any activities not permitted to be carried on by an exempt corporation.

Section 3. Political Activities. No substantial part of the activities of the corporation shall include propaganda, or otherwise attempt to influence legislation (except as otherwise provided by the Internal Revenue Code under which federal tax exemption is granted), or participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. Principal Office. The principal office of the corporation shall be at such place in the State of South Carolina as may be designated from time to time by the Board of Directors.

ARTICLE II

Membership

Section 1. Membership Definition. Membership in the Association shall be individual memberships based on a fiscal year from July 1 to June 30, based on an annual dues payment.

Section 2. Qualifications. Membership in the corporation shall be open to all individuals having role as a primary decision maker, or senior staff position involved in defining and establishing geospatial direction and policy (Director, Manager, Administrator, DBA, Sr. Analyst, etc.) in geographic information systems and related information technology. Membership shall be classified in the following categories: Active Member, and Sustaining Member.

Section 3. Active Member. An individual having an interest in or involved in geographic information systems and related technology and shall be entitled to all rights and privileges of the Association.

Section 4. Sustaining Member. Individuals representing a non-local government organization or firm with interest in the objectives of the Association may apply for a membership as a Sustaining Member. A Sustaining Membership may be granted to the individual, not the organization, and total membership of the parent organization or firm is limited to a maximum of two (2) concurrent memberships. Sustaining members shall not have voting privileges at corporation business meetings.

Section 5. Membership Termination. Membership may be terminated in any of the following ways:

- a. Any member wishing to resign may submit his/her resignation in writing to the President prior to the end of the fiscal year for which his/her dues have been paid.
- b. Any member having not paid their dues by September 30th of the dues year, will automatically be removed from the membership roster. Delivery of all publications shall stop at that time.

ARTICLE III

Fiscal Year

Section 1. The fiscal year shall be determined by the Board of Directors.

ARTICLE IV

Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members of the corporation shall be held. Notice of the time and place of the annual meeting shall be given to all active members not more than ninety nor less than ten days prior thereto. At the Annual Meeting the officers of the corporation and the committees shall provide an annual report, and the results of elections shall be announced. Newly elected officers shall take office at the conclusion of the Annual Meeting.

Section 2. Special Meetings. Special meetings may be called at any time by the Board of Directors, the President, or by a majority of the active members. Notice of the time and place of any special meeting shall be given to all of the active members not more than ninety nor less than ten days prior to such meeting and such notice shall state the purpose of such special meeting. No business other than that specified in the notice of meeting shall be transacted at such special meeting.

Section 3. Quorum. The active members present in person at any annual or special meeting of the members shall constitute a quorum for the transaction of any business to come before the meeting.

Section 4. Voting. Each active member present in person at the annual or special meeting shall be entitled to one vote.

Section 5. Order of Business at Annual Meetings. At the annual meeting of members, the following shall be the order of business:

- (1) Call to Order.
- (2) Approval of minutes of previous meeting.
- (3) Approval of agenda.
- (4) Financial Report.
- (5) Report of officers and committees.
- (6) Unfinished business.
- (7) New business.
- (8) Results of elections.
- (9) Adjournment.

Section 6. Order of Business at Special Meetings. At a special meeting of the members, the following shall be the order of business:

- (1) Call to order.
- (2) The business for which the meeting was called.
- (3) Adjournment.

ARTICLE V

Directors

Section 1. General Power of the Board of Directors. The powers of the corporation shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, except as otherwise provided in the Articles of Incorporation, amendments thereto, or the laws of the State of South Carolina.

Section 2. Other Powers. Without prejudice to the general powers conferred by or implied by the preceding section, the Board of Directors shall have power:

- (a) To fix, define and limit the powers and duties of all officers;
- (b) To appoint and, at their discretion, with or without cause, to remove or suspend such officers, assistants, managers, agents and employees as the Board may from time to time deem advisable, and to determine their duties and fix their compensation, if any;
- (c) To designate a depository or depositories of the funds of the corporation and the officer or officers or other persons who shall be authorized to sign notes, checks, drafts, contracts, and other instruments on behalf of the corporation;
- (d) To enter into contracts, agreements, memoranda of understanding and other formal and binding relationships with organizations and individuals to further the work of the corporation;
- (e) To fill vacancies on the Board of Directors caused by death, disability, or flagrant neglect of performance, after declaring the office vacant.

Section 3. Elections. The Board of Directors shall appoint a nominating committee to review and recruit candidates for election as directors and President-Elect, as defined in Article VI. The nominating committee's recommendations shall be presented to the full Board of Directors for its review and approval. Following approval, the endorsed candidates' names shall appear on the ballot mailed to the active members prior to the annual meeting. The nominating committee shall consider the ratio of IT professionals and GIS professionals making up the Board of Directors at anyone time. It shall be the goal of the nominating committee to maintain a 1:1 ratio of IT professionals to GIS professionals on the Board of Directors. The ballot shall also provide space for writing in the name of any other person a member may wish to vote for as a director or as President-Elect.

Section 4. Election and Term of Office. If there is more than one candidate for a specific position, the candidate receiving the greatest number of votes shall be elected. A tie vote shall be decided by a majority vote of the Board of Directors. The President shall become the Past-President automatically when the new President takes office.

The President, President-Elect and Past-President shall hold office for one year. The Secretary and Treasurer shall be appointed by the Board of Directors from among the Board of Directors to one-year terms.

The office of the President shall normally be filled by automatic succession of the President-Elect. The President-Elect shall be elected by a plurality of the voting membership.

Directors shall hold office for two years.

The President-elect and any Directors full-time or principal work may not involve ownership, operation, or employment by an organization which manufactures, distributes, or sells equipment, software, data, or services for profit to users of geographic information systems, or engage in activities deemed by a majority vote of the board as a conflict of interest with the purpose and integrity of the organization. The President-elect and any Directors may accept fees for making presentations, writing articles, teaching classes, or providing consulting advice on a part-time or occasional basis, provided such services are not provided to GAASC itself. The President-elect and any Directors engaged in such part-time activities may not advertise themselves or their services in any manner in GAASC publications, or by giving presentations or displaying posters at GAASC events which reflect their part-time work.

The President-elect and any Directors may not own, operate, or be employed by a for-profit organization, which is paid to do work for the corporation (GAASC).

The President-elect and any Directors must be a resident of the State of South Carolina, or have principal employment in the field of geospatial or related technology in an organization located in the State of South Carolina if they live in an adjoining state.

A director must be an active member of the corporation.

Section 5. Term Limitation. A director shall be limited to serving three consecutive two-year elected terms.

Section 6. Removal and Vacancies. Any director or officer may be removed from office by a majority of votes of the members present at any regular or special meeting of the members called for this purpose, provided that formal charges against such officer or director are mailed to each member at least ten days in advance of such meeting and such officer or director is given the opportunity to present a defense at such meeting. A vacancy in a director's position shall be filled by the Board of Directors at any regular or special meetings. The appointment shall be for the period of time until the next general election. A vacancy in the office of President shall be filled by the President-Elect.

Section. 7. Number. The management of the corporation shall be vested in the Board of Directors which shall consist of eight individual members: the President, the President-Elect, the Past President and five directors. Members of the Board of Directors shall, upon election, enter the performance of their duties following the annual meeting of members and shall continue in office until the conclusion of the annual meeting which marks the end of their term.

Section 8. Quorum. Four of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later date. Any action permitted to be taken by the Board of Directors at any regular or special meeting of the Board of Directors may be taken without meeting by the unanimous written consent of all the Directors.

Section 9. Committees. The Board of Directors may create one or more Board Committees to perform planning tasks or to carry out some specific assignment.

Section 10. Compensation. The Directors shall not receive any salary for their services, but by resolution of the Board of Directors actual expenses incurred, if any, while exercising Director's duties may be reimbursed. Chairpersons and members of Board Committees or appointed committees may, by resolution of the Board of Directors, be allowed reimbursement of their actual expenses in carrying out their duties.

Section 11. Meetings of the Board of Directors. The Board of Directors may hold regular meetings at such times and places within the State of South Carolina as it may deem proper. If notice is given the directors of a time when, and the place where, such regular meetings will be held, notice before each such regular meeting need not be given to the Board of Directors. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors. Notice shall be given to all directors prior to the date of such special meeting and such notice shall state the time, place and purpose of such meeting, and shall be sent by mail, fax, telephone or given personally. No business other than that specified in the notice of meeting shall be transacted at such special meeting. Notwithstanding the foregoing provisions relating to notice, a meeting of the Board of Directors may be held at any time and place for the transaction of any business without notice if notice is waived in writing by every director. All Board of Directors meetings may be conducted in person, by telephone conference call or by any other means of instantaneous communication available to each director.

The Board of Directors shall hold a minimum of two in person meetings per year in the State of South Carolina.

ARTICLE VI

Officers

Section 1. Concurrent Offices. No member of the Board of Directors may simultaneously hold two corporate offices. The corporate offices are President, President-Elect, Past President, Secretary and Treasurer.

Section 2. President. The President shall be the chief executive officer of the corporation, shall preside at all meetings of the members and of the Board of Directors, and perform such other duties as are appropriate to the office of President. The President-Elect shall take office at the end of the annual meeting for a one year term as president.

Should the President resign during the term of office, the President-Elect will become President, and will continue as President to complete the term of the resigned President.

The President shall have the authority to sign contracts and other agreements which bind the corporation after such action has been approved by a majority vote of the Board of Directors.

Upon leaving office, the President automatically holds the title of Past President.

Section 3. President-Elect. The President-Elect may be delegated by the president to perform duties of 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.

Section 4. Past President. The immediate Past President shall be a member ex-officio of all committees and shall be the Chair of the Nominating Committee. At the end of the term, the Past President shall roll off the Board and not be eligible for a Board seat for at least one year.

Section 5. Secretary. The Secretary shall keep minutes of all meetings of the members and of the Board of Directors and shall make proper record of the same, which shall be signed by the Secretary, who shall also sign all bonds, contracts, notes and other instruments executed by the corporation requiring signature; give notice of meetings to members and to the Board of Directors; produce on request at each meeting of members for the election of directors a list of active members; keep such books as may be required by the Board of Directors; and file all reports to the State of South Carolina and the federal government; and perform such other and further duties as may be assigned by the Board of Directors or by the President. The Secretary shall be the Chairperson of the Bylaws Committee.

Section 6. Treasurer. The Treasurer shall have general supervision of all finances; shall receive and have in charge all money, bills, notes, and similar property belonging to the corporation, and shall manage the same as may from time to time be required by the Board of Directors. The Treasurer shall cause to be kept adequate and current accounts of the business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, together with such other accounts as may be required, and upon expiration of term of office, shall turn over to the succeeding Treasurer or to the Board of Directors all property, books, papers and money of the corporation. The Treasurer shall perform such other duties as may from time to time be assigned by the Board of Directors. The Treasurer shall be the Chairperson of the Finance Committee.

Section 7. Appointed Committees. The Board of Directors may appoint such committee chairpersons and members as it may deem desirable from among the membership who are not members of the Board of Directors. Each such appointed committee shall continue at the pleasure of the Board of Directors, and perform such duties as the Board of Directors may prescribe. Each appointed committee will be under the general oversight of a specified director.

Section 8. Delegation. In the absence of any officer of the corporation or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate, temporarily,

the powers or duties, of such officer to any other officer, or to any member of the Board of Directors.

Section 9. Compensation. The officers and Board of Directors of the corporation shall serve without pay.

Section 10. Contractual Officers. The Board of Directors may enter into contractual agreements with appropriate organizations to provide professional support services as a Secretariat, and may designate and appoint individuals from the Secretariat to be officers of the corporation with specific responsibilities. Such officers shall hold office under the terms of the contractual agreement and at the pleasure of the Board of Directors.

ARTICLE VII

Standing Committees

Section 1. Definition. At its organizing meeting each year the new Board of Directors shall establish the standing committees specified in this Article. The standing committees are required to meet only when there is business to transact, and report back their recommendations to the Board of Directors through the Chairperson of each such committee.

Section 2. Finance Committee. The Board of Directors shall appoint a Finance Committee, which shall be Chaired by the Treasurer. The committee shall include the President and the President-Elect and one other director. This committee shall prepare and present an annual budget to the Board for approval; receive and review financial reports including audits; prepare a financial plan encompassing sources of income; oversee the negotiation of fiscal relationships with vendors and cooperators, and make recommendations to the Board; review any documents filed with the State or with the Internal Revenue Service; review and recommend insurance coverage for the corporation; oversee legal matters involving the corporation.

Section 3. Nominating Committee. The Board of Directors shall appoint a Nominating Committee, which shall be Chaired by the Past-President. The Nominating committee shall have at least two members, appointed from among the membership, in addition to the Chair. This committee shall propose candidates for nomination as directors and as President-Elect, to the Board of Directors.

Section 4. Bylaws Committee. The Board of Directors shall appoint a Bylaws Committee, which shall be Chaired by the Secretary. The Bylaws Committee shall have at least two members, appointed from among the active membership, in addition to the Chair. This committee shall review requests from any member for changes in the Bylaws, and shall report their recommendations to the Board of Directors.

Section 5. Marketing and Communications Committee. The board of Directors shall appoint a Marketing and Communications Committee for the purpose of preparing and publishing marketing materials and publications of the Association, and designating and coordinating

website design and content which shall serve to promote GAASC and its mission; suggest and approve appropriate links; and monitor policies on resources available on the website. The Marketing and Communications Committee shall have a chair appointed from among the directors and at least five (5) members from the active membership.

Section 6. Honors Committee. The Board of Directors shall appoint an Honors Committee for the purpose of selecting persons each year for special recognition. Recipients to be recognized will be chosen from among those persons working with GIS in any field in South Carolina who have made significant contributions to the adoption of GIS among South Carolina Government entities, promoted knowledge of and information about GIS to interested users, or have provided outstanding service to GAASC or the GIS community in general. The Honors Committee shall have a chair appointed from among the directors and at least two members from the active membership.

Section 7. Education Committee. The Board of Directors shall appoint an Education Committee for the purpose of scheduling, planning, and organizing all educational events, workshops, and conferences to be held by the organization. The committee shall be responsible for making sure that all presentations and workshops maintain proper decorum and that the goal for all such events shall not become a forum for marketing presentations, but educational forums.

ARTICLE VIII

Parliamentary Rules

Section 1. Robert's Rules of Order, Revised, are adopted as the authority for this corporation in all parliamentary questions, subject to these Bylaws and special rules as may be adopted to meet any particular requirements of the corporation.

ARTICLE IX

Amendments

Section 1. Procedure. These Bylaws may be amended by submitting the proposed change to the Bylaws Committee. The Bylaws Committee will review the proposed change and report its recommendation to the Board of Directors. The recommendation may differ from the change originally submitted to the committee. The Board of Directors will then consider the proposal, and by six votes of the full Board of Directors, may cause the amendment to be submitted to the membership for approval. The Board of Directors may alter the proposal received from the Bylaws Committee.

Section 2. These Bylaws may be amended from time to time by an affirmative vote of a three fifths majority of all the ballots cast by the membership, provided that the ballot stating the proposed amendment to these Bylaws is sent to the membership no less than 30 days prior to the date of tabulation. The ballot must state the exact wording of the proposed deletion, change or addition, and must be on a separate ballot from any office to be elected. The amendment, if passed, shall take effect from the date of tabulation.

ARTICLE X

Section 1. The Board of Directors shall provide a suitable seal containing the name of the corporation. The Secretary of the corporation shall keep the seal.

ARTICLE XI

Section 1. Annual Dues and Fees. Annual dues and other fees shall be determined annually by the Board of Directors and used to support the operational expenses of the Association. Annual dues shall be paid on or before the 1st of July of each year for the year following and shall be collected from all classes of membership except Distinguished.

CERTIFICATION

I, the undersigned, hereby certify that I am the Secretary of the Geospatial Administrators Association of South Carolina and that the foregoing are the authentic bylaws of the corporation and that they were duly amended by the membership of the Geospatial Administrators Association of South Carolina on the 24 day of October, 2008

Connie Banegas

Secretary