

WASHINGTON GIS ASSOCIATION

(WAGISA)

BYLAWS

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WAGISA Bylaws

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ARTICLE I. ASSOCIATION ORGANIZATION

SECTION 1. NAME

The name of this organization is the Washington Geographic Information Systems Association (hereinafter referred to as "WAGISA"). In adopting this name, WAGISA does not seek to limit membership to the confines of the State of Washington, and in particular welcomes joint membership and participation with other GIS Professional associations. We also encourage participation of those in related disciplines such as IT, photogrammetry, surveying, or engineering.

SECTION 2. SERVICE AREA

The geographic service area of WAGISA shall be the official boundaries of the State of Washington.

SECTION 3. PURPOSE

WAGISA is organized as an IRS 501 (c) (6), not for profit, state-wide professional association.

WAGISA is organized for the purpose of recognizing, supporting and encouraging broad professional growth, education, communication, technical development and service to its members and others in the field of geospatial information technology. WAGISA is organized to provide broad support, encouragement and recognition for government, academic, and private development and dissemination of accurate and complete spatial data, relevant software, and geospatial products. Respecting the development of the geospatial industry as a whole, WAGISA is and shall remain a platform neutral forum with respect to operating systems, geospatial software products and vendors. WAGISA welcomes and supports participation from the public and private sector equally.

WAGISA supports and promotes the GIS Code of Ethics as approved by GIS Certificate Institute (GISCI).

To that end, WAGISA shall provide for its membership:

- A. An open and objective professional development forum for the exchange of ideas, information, and solutions to common problems, without regard for cultural, political, social, economic, organizational or employment status.
- B. Opportunities for networking, communication and an exchange of ideas through participation and sponsorship in conferences, events and training focused on the planning, operation, and consequences of geospatial information systems and related technologies. In particular, WAGISA wishes to assist the professional development of other individuals and groups having a need or interest in geospatial technology. Such groups and individuals may include, but are not limited to those in the fields of:

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Planning, Geography, Cartography, Surveying, Engineering, Information technology, Photogrammetry, Public and Business Administration, and Public Safety.

C. Recognition for exemplary service in the field of geographic information systems.

D. Encouragement for the advancement of knowledge through post graduate research, publication, and other opportunities for professional growth and advancement.

SECTION 4. EQUAL OPPORTUNITY

Being mindful of the harmful and undesirable effects of discrimination, WAGISA shall conduct its activities on a fair and equitable basis with bias towards none and without regard for race, age, gender, ethnic, religious, or other status. Further, WAGISA shall encourage and promote equal opportunity participation in all Association activities.

SECTION 5. LOBBYING AND PUBLIC POLICY DEBATE

As representatives of several professions and disciplines that have an interest in improving the beneficial use of geographic information systems, WAGISA may from time to time provide testimony or advice to elected or other officials concerning data, information system design and development, computer technology in general, or other matters that may be of interest to the membership.

WAGISA may also provide testimony and/ or participate in limited lobbying to influence legislation, but shall not expend a substantial part of its budget in these matters.

Unless explicitly authorized by WAGISA, members who participate in lobbying or public policy debate activities shall be deemed to represent their own professional views. An Association position on matters of public policy shall only be represented as an official Association position after the policy issue has been discussed and approved by a majority vote of the Board.

SECTION 6. POLITICAL ACTIVITY

WAGISA shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or voter initiative or proposition.

SECTION 7. BYLAW AMENDMENTS

The Bylaws of WAGISA may be altered, amended, or repealed and new Bylaws may be adopted after the adoption of the original Bylaws by the vote of two thirds ($\frac{2}{3}$) of the members of the Board of Directors at any regularly called board meeting or special meeting of the members.

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ARTICLE II. MEMBERSHIP

SECTION 1. ELIGIBILITY

Any responsible individual or organization with an interest in the field of geographic information systems and willing to abide by the code of conduct as described by the GIS Certificate Institute (GISCI) shall be eligible for membership in WAGISA.

[GISCI > Ethics > Rules of Conduct](#)

SECTION 2. MEMBER IN GOOD STANDING

"Membership in good standing" is considered to be a person or organization whose dues are paid and who actively participates in Association activities. Specific criteria for membership in good standing may be determined from time to time by resolution of WAGISA

SECTION 3. MEMBERSHIP CATEGORIES DEFINED

Five categories of Association membership are:

- a) Individual
- b) Business Sponsor
- c) Student
- d) Emeritus
- e) Emeritus Honoraria

Membership categories are defined as follows:

- A. Individual** - Any person, regardless of state of residence, upon fulfillment of Section 2 requirements may become an individual member of WAGISA. An individual member in good standing shall have one vote in any membership business decision or forum.
- B. Business Sponsor** - Any business or organization, regardless of location, upon payment of dues, may become a WAGISA Business Sponsor. Sponsorship entitles an organization to vest a designated number of sponsor employees with individual membership rights and privileges and any other special corporate benefit as determined by WAGISA Policy.
- C. Student** - Any person who is enrolled in a college or university and who is carrying at least one-half of a full-time academic load may become a student member of WAGISA upon payment of student dues.

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D. Emeritus – Any person who is retired from full-time work and from the practice of geospatial information systems management or use, or related discipline, and who wishes to continue maintaining a professional interest in geographic information systems may apply for Emeritus membership status. Emeritus members shall be eligible for a reduced annual membership fee and may be eligible for other special benefits as determined by the Board.

E. Emeritus Honorarium- This lifetime membership status may be conferred by a majority vote of the Board to retired geographic information systems professionals who have demonstrated outstanding lifetime achievement and/or particular distinction in the development of geographic information systems. Emeritus Honorarium status shall be conferred with no annual membership cost to the member so honored, and with other special benefits as determined by the Board.

SECTION 4. DURATION

All members shall hold membership for a period of one year unless otherwise specified in these bylaws. The normal Association membership year shall be the twelve months, beginning on May 1st.

SECTION 5. DUES

Association dues for each defined membership category shall be established by the Board. Any change in Association dues must be approved by a majority vote of the Board and so entered as a resolution in the Board's permanent minutes.

SECTION 6. SPECIAL INTEREST GROUPS

Association members, with the approval of WAGISA Board, may organize Regional Association Sections (RAS's) or special interest groups (SIG's) within WAGISA service area, consistent with Association bylaws and purpose. Status as a Regional Association Section or Special Interest Group can be revoked by Board action at any time.

The purpose of a Regional Association Section or Special Interest Group is to organize and facilitate meetings and activities for Association members, at a more local or specialized interest level than for WAGISA as a whole. Specific procedures for local group organization and accountability shall be established by the local Association membership in each RAS or SIG and ratified by majority vote of WAGISA Board. A RAS or SIG so established shall be governed by Association bylaws and additional procedures as may be recommended by a local Association organizing committee and as endorsed by WAGISA Board resolution.

In coordination with the Treasurer and as approved by the Board, an RAS or SIG may collect and disburse funds in support of section activities. Association membership is encouraged but not required for participation in a local Association SIG or RAS. Participants of an Association SIG or RAS who elect not to become Association Members may not otherwise enjoy Association Benefits or have Association Wide Voting Rights.

SECTION 7. RIGHTS AND PRIVILEGES

Current Association members shall have voting and office-holding rights. Current members shall be informed of the activities and progress of WAGISA through reports, newsletters, and Association

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meetings. Current members shall be entitled to equal access to participate in and attend any meeting or activity conducted by WAGISA, subject to space limitations. Members may be required to pay registration fees for admittance to certain Association events.

SECTION 8. NON-TRANSFERABILITY

No member may transfer a membership or any right arising thereof for value or any other type of consideration.

SECTION 9. TERMINATION OF MEMBERSHIP

The board may investigate the conduct and actions of any member of the organization alleged to be in violation of the purposes and goals of WAGISA.

A hearing shall be convened by WAGISA Board in an open membership meeting and at the conclusion of such hearing the Board, by majority vote may censure or temporarily suspend the said member(s), or by the affirmative vote of two-thirds majority, may expel the subject member(s).

However, no member may be censured, disciplined, expelled or suspended from membership in WAGISA without having the following procedure followed:

- a. The member shall receive notice at least fifteen (15) days prior to any termination or suspension hearing; and
- b. The member shall have the opportunity to be heard, either orally or in writing, before the date of the suspension or termination hearing, by the Board regarding his or her termination or suspension from WAGISA;
- c. The Board shall take into consideration all relevant facts and circumstances presented by the member or by any other interested Association members before deciding on termination, suspension, censure or disciplinary action of the member.

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ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors (hereafter known as “Board Members”) shall be the principal governing body of WAGISA with full supervision and control over all Association business affairs. The Board may exercise all such powers of WAGISA and do all such lawful acts and things as authorized or allowed by statute, Articles of Incorporation, the Bylaws described herein, or as otherwise directed or required to be exercised or done, for and on behalf of WAGISA. The Board shall be composed of the four (4) officers, the Past-President and Members-At-Large as described below, but in no case shall exceed eleven (11) persons. Each Board member is individually responsible to discharge the duties of their position as outlined in these bylaws.

SECTION 2. Association OFFICERS AND OTHER BOARD MEMBERS

Officers of WAGISA shall consist of four positions: President, Vice President, Secretary, and Treasurer. These Officers shall be WAGISA members in good standing for the duration of their term. In addition to other responsibilities established in these articles, duties of Association Officers shall be as follows:

A. President

The President shall be the chief elected officer and the official spokesperson for WAGISA. The President shall preside at all meetings of the Board and Association membership. The President may make and sign contracts and agreements in the name of WAGISA, with prior approval of the Board and in accordance with guidelines and resolutions set forth by the Board. Together with the Treasurer, WAGISA president is responsible for filing State reports or National Tax Returns and any other reports and filings as required by law or by another agency. The President and Treasurer, as established by board resolution, shall have signatory authority over the bank accounts established in the name of WAGISA and shall be authorized to make disbursements in the name of WAGISA.

B. Vice President

The Vice President serves as President for the Board and Association meetings when the President is otherwise unavailable. The Vice President will assume the duties of the President if the President is no longer in the position.

C. Secretary

The Secretary shall prepare and maintain the written record of WAGISA’s proceedings. The records shall consist of accurate minutes, resolutions and correspondence arising from all proceedings and meetings of WAGISA and Board. The Secretary shall compile: a record of proceedings of conferences, workshops, training sessions and other similar professional development activities, excepting social activities, conducted by WAGISA. These documents shall be archived on WAGISA web-site and made available to the membership.

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D. Treasurer

The Treasurer shall be responsible for managing WAGISA's finances and shall handle Association funds in accordance with procedures established by the Board and these bylaws. The Treasurer shall submit a monthly financial report to the Board detailing actual versus budgeted expenditures and revenue, current financial status, and a balance sheet statement. Together with the President, the Treasurer shall be responsible for verifying and filing WAGISA's annual financial statement, and shall be responsible for any other financial reports and filings as required by other agencies. The Treasurer and President, as established by board resolution, shall have signatory authority over the bank accounts established in the name of WAGISA and shall be authorized to make disbursements in the name of WAGISA.

E. Past President

The duties of Past President are generally to provide continuity to WAGISA. This shall consist of advising current Officers and serving as representative of WAGISA or other duties as assigned by WAGISA President. The Past-President shall have the same powers as Board Members at Large.

F. Board Members at Large

At Large Board Members will participate in standing committees as either Lead or Committee Member as well as Monthly Board Meetings. They will have a vote on issues before the board except as determined by the Board Officers.

SECTION 3. STANDING AND SPECIAL PURPOSE COMMITTEES

The Board may create annual Standing Committees or Special Purpose Committees as necessary to support Association activities. Standing Committees of WAGISA shall include a Nominating Committee appointed by the President and approved by the Board. The President, with approval by the Board, shall establish the duties and membership of such committees as appropriate to support Association's needs. These committees include, but are not limited to: Professional Development, Community Engagement, Conference, Membership, Technology/website, Finance, and Marketing. Each committee will be assigned a committee lead.

A. Professional Development

The Education Committee will identify, organize, and implement educational events that may, or may not, coincide with the annual conference. This committee will also be responsible for outreach to educational institutions and develop any annual GIS Day activities.

This committee is focused on professional educational opportunities for our members, and promotes the GISP credential. Where possible, the committee will seek opportunities for members to connect with professionals in related technologies.

Suggested activities:

- Develop professional education workshops
- Support networking with other industry groups – e.g., combine twice-yearly with King County GIS User group for a meeting, present about WAGISA and GIS at events such as Green Drinks and ASPRS.

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B. Community Engagement.

This committee aims to reach out to communities to promote geospatial technology awareness. Members interested in engaging these communities will be directed to existing materials and resources to use for engagement. When possible, members will be connected to other WAGISA members or volunteers seeking to collaborate on similar engagement.

Suggested activities:

- Develop and maintain an online compendium of resources for engaging with K-12/ higher education, legislature, business groups, and other groups to increase the understanding of spatial technologies.
- Maintain a listing of members interested in community engagement and connect these members to each other as appropriate for outreach work.

C. Conference

The Conference Committee will organize the annual Washington GIS conference. This committee may also organize and implement other activities as determined by the board.

D. Membership

The Membership Committee will:

- maintain a current roster of members and business sponsors
- periodically review dues charged for memberships and sponsorships
- periodically review benefits of memberships and business sponsorships
- review applications for Emeritus status
- recommend recipients of Emeritus Honorarium status
- work with Marketing Committee to communicate w/ membership

E. Technology/Website

The Technology Committee will be responsible for the development and maintenance of the WAGISA website, bulletin board, acquire and implement related hardware or software as needed.

F. Finance

The Finance Committee will develop and maintain a long-range financial plan and annual budget. The committee will also be responsible for ongoing oversight of Association finances and of the budget.

G. Marketing

The Marketing Committee will develop and maintain a marketing plan and develop a universal marketing message to communicate the value of WAGISA and encourage membership. This information will be available for all WAGISA members via a presentation slide, email signature, and business card.

SECTION 4. AGENTS AND OTHERS

The Board, by majority vote, shall elect or appoint such assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board. Agents so appointed may participate in board meetings but shall have no vote.

SECTION 5. BOARD MEETINGS

The Board shall meet at least once a month at a time and place determined by the Board. Special Meetings of the Board may be called by the President. The meeting shall be held at a time and place

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designated in the notice of the meeting.

Actual notice shall be given to each Board member at least ten (10) days and not more than fifty (50) days prior to the meeting, and shall state the purpose of the meeting. Business transacted by the Board shall require a majority vote of a quorum of the Board, unless a different vote is required by these Bylaws. The Board may transact business at a meeting, by a telephone conference call, by a telephone ballot, by email, by facsimile ballot, or by similar electronic arrangement. A quorum of the Board shall be considered to be more than 50% of the current Board.

SECTION 6. DUTY OF THE BOARD TO KEEP RECORDS

It shall be the responsibility of the Board to keep and maintain an annual written record of board business, to include minutes of all official board meetings, resolutions, Association correspondence, financial statements and other business records as may from time to time be required by other agencies.

SECTION 7. FINANCIAL RESPONSIBILITY

It shall be the responsibility of the Board to insure that sufficient Association funds are retained in an Association account at a reputable commercial bank to fully pay anticipated annual costs of Association operations.

To this end, WAGISA President, in consultation with WAGISA Treasurer, Past President and Association Financial Committee if so formed, shall prepare and present to the Board, an Association financial plan and annual budget for the New Year by the first meeting of the last quarter of the current year. The annual Association budget shall project anticipated summary expenses and estimated revenues arising from Association activities during the following calendar year.

WAGISA financial plan shall present previous year actual, current year estimated, and following year proposed revenue, expenses, and financial balances.

The full Board may modify, but shall approve by majority vote, WAGISA financial plan and annual budget not later than the end of the last quarter of the current year. The Board shall be responsible for ensuring that annual Association revenues meet Annual Association expenses and obligations, and that retained earnings do not exceed allowable limits as set forth in applicable IRS regulations.

SECTION 8. DISBURSEMENT OF ASSOCIATION FUNDS

No disbursement of Association Funds over Ten Thousand Dollars (\$10,000.00) may be made without two authorized signatures. Receipts and invoices shall be retained and spending will be reported on monthly Treasurer's Report.

SECTION 9. FINANCIAL REPORT

Financial statements reporting the true and correct financial condition of WAGISA shall be prepared by WAGISA Treasurer monthly shall be presented to the board for review. Upon review, the board shall examine the status of Association funds, expenses and obligations and upon accepting the report, and enter it into WAGISA's permanent record. The Treasurer shall present the approved annual financial

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report to the full membership during each annual membership meeting. An Association financial statement shall be released to any Association Member in good standing upon request.

SECTION 10. SELECTION OF BOARD MEMBERS

Board members may be selected for office either by interim appointment or by election, in the manner proscribed below:

A. Interim Appointment:

In the event a board vacancy exists, any Association member in good standing may volunteer to serve the remaining balance of an annual term on the Board. Any member who volunteers service to WAGISA as a potential board member will be interviewed by the nominating committee and may be presented to the board for ratification. Ratification shall be by majority vote of the Board. At the expiration of the annual term, Board members so ratified, may be considered for election to office by WAGISA membership at the next annual meeting, in a manner consistent with the General Election of board members specified in paragraph (b) of this section.

B. General Election:

WAGISA Members, at WAGISA's annual meeting, shall elect the members of the Board of Directors. All members of the Board so elected, shall be nominated to a slate of nominees by a Nominating Committee prior to the Annual Meeting. The Nominating Committee shall be appointed by the President within 3 months after every regular election. Nominees entered on the slate shall then be elected to office by a majority vote of the membership (or by a plurality if more than two candidates for a single position). Nominees for board positions shall be Association members in good standing and shall reside and/or work within the defined geographic service area of WAGISA.

SECTION 11. TENURE OF OFFICERS AND BOARD MEMBERS

Board members and officers serve a two-year term. Officers and Board Members shall assume office at the close of the Annual Conference. Board Members may serve successive terms in any position, except that the President may not serve more than two successive terms. The period of time an Officer or Board Member may serve, in completing the unexpired term of another officer or Board Member, shall not be included when applying the foregoing limitation of terms. No member shall hold more than one (1) elective office during a term.

SECTION 12. COMPENSATION

Officers and Board Members shall serve without monetary compensation; except that nominal expenses, incurred on behalf of authorized Association activities may be reimbursed at cost, upon presentation and verification of a receipt to the Treasurer.

SECTION 13. VACANCY

In the event of a vacancy in the office of the President, other than expiration of tenure, the Vice President shall automatically succeed to the Presidency; and may serve the remaining term of the vacated office in addition to the regular time of a succeeding term. Other board vacancies may be filled for the balance of the term, by the Board at any regular or special Board meeting as specified in

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Section 5 above.

SECTION 14. REMOVAL

Any Association Officer, Board Member, Committee Member, or Agent may be removed from office by the Board if, after due and proper consideration at any regular or special Board meeting, is found by the Board to have:

- 1) been neglectful of duty as defined in these bylaws;
- 2) misappropriated Association funds;
- 3) violated Association Bylaws;
- 4) violated the GISCI Rules of Conduct; or
- 5) otherwise performed in a manner which was unethical and seriously detrimental to WAGISA's purpose or activities.

Removal of any officer or Board Member shall require a two-thirds (2/3) vote of all remaining Board members.

SECTION 15. INDEMNIFICATION

WAGISA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the future officers, board members, and volunteers, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between WAGISA and the indemnified officers, board members, volunteers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IV. Association MEETINGS

SECTION 1. MEETINGS

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At least one meeting each year shall be designated as the Annual Business Meeting of WAGISA. Special membership meetings of WAGISA may be called at any time by the President, or at the request of a majority of the Board, or upon the written petition of ten percent (10%) or more of the members in good standing.

All Association meetings, events and activities, including board meetings, are open to all members in good standing.

SECTION 2. NOTICE OF MEETINGS

Written or oral notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to all members who are designated as such on the membership roster not less than ten (10) nor more than fifty (50) days before the date of the meeting.

SECTION 3. ANNUAL MEETINGS

An annual meeting of members in good standing shall be held annually at a WAGISA Conference, when a Board of Directors shall be elected and other such business shall be transacted as may properly be brought before the meeting.

SECTION 4. QUORUM

A quorum of the Board shall be considered to be more than 50% of the members of the Board of Directors.

SECTION 5. VOTING

At all general membership meetings of WAGISA, all members in good standing shall have one (1) vote. Not all Association meetings require voting on Association business, but at any that do, members may vote either in person or by proxy appointed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Unless otherwise specifically provided by these Bylaws, a majority vote of the members present and voting shall govern.