

IGIC By-laws

**Originally Adopted: January 19, 1999
Previous Revision(s): January 19, 2000
Revised: April 13, 2005**

PREAMBLE

The mission of the Iowa Geographic Information Council is to foster an efficient GIS environment through cooperation and coordination with public and private entities that access, collect, provide, and share data, metadata, applications and educational opportunities.

Article I. Name and General Provisions

Section 1 Name

The name of this association shall be the Iowa Geographic Information Council, hereafter referred to as IGIC.

Section 2 Establishment

IGIC was originally established by Iowa Executive Order No. 65 in May of 1998. Exhibit A, containing a copy of Executive Order No. 65 is hereto made a part of these bylaws.

Section 3 Not-for-profit Corporation

IGIC is organized as a not-for-profit corporation for the exclusive purpose of improving geographic information systems in Iowa. IGIC is organized as a Corporation exclusively for charitable, educational, and scientific purposes. IGIC will operate as a not-for-profit corporation pursuant to Chapter 504A, Code of Iowa (2002) under the guidance of these bylaws. Exhibit B, containing a copy of the Articles of Incorporation, dated October 21, 2003, is hereto made a part of these bylaws.

Article II.***Objectives***

The objectives of IGIC shall be:

- Section 1 To coordinate the management of statewide geographic information and provide guidance and direction in the management of a statewide geographic information system.
- Section 2 To identify, make known and recommend actions to meet automated geographic information needs in the State of Iowa.
- Section 3 To act as a clearinghouse for Geographic Information Systems (GIS) information and expertise in Iowa.
- Section 4 To formulate and recommend standards for data architecture, quality, accuracy, resolution and maintenance. To formulate and recommend metadata standards based upon a widely accepted version of the Federal Geographic Data Committee (FGDC) metadata standards and to assist Iowans with metadata development and enhancement.
- Section 5 To promote voluntary sharing of geographic information by recommending and developing model agreements, publishing directories and newsletters and performing other appropriate information-sharing actions.
- Section 6 To serve as a focal point for intergovernmental efforts to receive additional funds, especially federal funds, for GIS development in Iowa.

Article III.***Membership***

- Section 1 Qualification for Membership

IGIC membership shall be open to individuals with knowledge and/or interest in the field of geographic information and its related issues within the State of Iowa.

- Section 2 Voting Rights

Members in good standing with IGIC shall have the right to vote upon nominations for IGIC Board Membership and any other measures that are presented to the IGIC general membership.

Section 3 Sector Affiliation

Upon membership, each member must select a sector affiliation. If sector affiliation is not declared and officially recorded with IGIC, voting privileges shall not be conveyed to the member. There are eight sector categories:

- a. Private
- b. Regional Organization
- c. Municipal Government
- d. County Government
- e. State Government
- f. Federal Government
- g. University and Colleges
- h. Community Colleges and K-12 Education

A member may change sectors in a manner and form determined by the Board.

Section 4 Membership Dues

Membership dues may be required of IGIC members and shall be used to support the organization. The dues for IGIC membership shall be established by, and may be altered by, majority vote of the IGIC Board.

Section 5 Obligations and Expenses of Membership

All obligations and expenses for participation in IGIC shall be borne by each Board member's agency or organization, unless other arrangements are approved by majority vote of the IGIC Board.

Section 6 IGIC Cooperation

All IGIC Members will cooperate with the State GIS Coordinator in efforts to develop funding for IGIC activities, and are expected to assume a leadership role in obtaining funds committed to IGIC by their organizations. Members are encouraged to participate in planning and implementing statewide coordinated GIS activities.

Section 7 **Termination of Membership**

Members may withdraw membership in IGIC at any time upon giving notice in writing thereof to the IGIC Chair or Secretary. No reimbursement of dues will be granted for partial term membership.

Article IV. IGIC Board of Directors

Section 1 **Board of Directors**

IGIC shall have a twenty-five person governing body known as the Board of Directors, hereafter referred to as the Board.

Section 2 **Board Powers**

The government of IGIC, the direction of its work, and the control of its property shall be vested in the IGIC Board. The IGIC Board shall have charge of the routine business of IGIC. It shall have general charge of the finances and property of IGIC, amend the Articles of Incorporation, pass new bylaws, establish and dissolve committees, establish the content, direction and location of conferences, and authorize contractual agreements that are necessary for fulfillment of the purposes and objectives of IGIC.

Section 3 **Board Composition**

The Board shall be comprised of representatives from the eight IGIC sectors. IGIC General Members are eligible to serve on the IGIC Board if they are members in good standing. The IGIC 25 member Board shall have 4 members from the University and Colleges Sector, 4 members from the Private Sector, 2 members from the Regional Organization Sector, 3 members from the Municipal Government, 4 members from the County Government Sector, 4 members from the State Government Sector, 2 members from the Federal Government Sector and 2 members from the Community Colleges and K-12 Education Sector.

Section 4 **Board Membership**

The Board shall be elected by the General Membership biennially from IGIC members. The slate of candidates shall

be prepared by the Membership & Nominations Committee (see *Article X Nominations and Elections*).

Section 5 Board Alternate

Board members may send Alternates to IGIC meetings and the Alternates may vote on behalf of the Board member on official matters if designated to the IGIC Secretary as proxies. The Alternate must be an IGIC member and each Board member must designate an Alternate, to the IGIC Secretary, upon appointment. Board members may change their alternates at any time, but must designate the new Alternate to the Secretary. All Sector Representatives must have designated alternates to be official voting members of the IGIC Board. Board alternates may not be listed as an alternative for another Sector Representative.

Section 6 Board Attendance

To retain Board membership eligibility, IGIC Board members or their designated Alternates, shall attend at least 3 of 4 quarterly meetings held annually. The Secretary will report the Record of Attendance to the Chairperson prior to the fourth quarter meeting. The Chairperson will report membership eligibility to the Membership and Nominations Committee during the fourth quarter meeting. Ineligible Executive Board Members will be automatically removed, and new members will be nominated to replace them. Nominations to replace removed Board members must come from the same IGIC sector as the removed Board member.

Section 7 Board Responsibilities

It is the responsibility of each IGIC Board members to accomplish the following tasks during their term.

- a. Be active in outreach efforts of IGIC. Members may present programs during the IGIC meetings, conferences, or other official gatherings related to Board member's sector or they may provide articles relevant to GIS activities in Iowa to an official means of communication used by IGIC.
- b. Actively participate in one Standing Committee related to the administrative work of IGIC (Executive Committee, Strategic Planning & Bylaws Committee, Conference Committee, Membership & Nominations

- Committee, Finance Committee, or Education Committee.)
- c. Upon the request of the executive committee, each board member will be responsible for submitting an annual report of IGIC activities accomplished for inclusion in the IGIC Annual Report.
 - d. Represent IGIC within their sector and encourage members from within their sector to become IGIC members.

Section 8 Board Withdrawal

Any member may withdraw from the Board upon giving notice to the IGIC Chairperson.

Section 9 Board Vacancy

If a vacancy on the Board occurs, the designated Alternate may serve as an interim representative. If an Alternate is not designated, or is unwilling to serve as an interim Board member, the IGIC Board may designate an interim Board member, from the specific sector where the vacancy exists.

Article V. Executive Committee

Section 1 Composition

The IGIC Executive Committee shall consist of the Past-Chairperson, Chairperson, Vice-Chairperson, Secretary, and Treasurer. Terms of service for the IGIC Executive Committee shall follow the IGIC Calendar as detailed in (*Article IX, Section 5*) of these Bylaws. The IGIC Coordinator shall serve in an advisory and non-voting member of the Executive Committee.

Section 2 Duties of Chairperson

The Chairperson shall be the immediate past Vice-Chairperson and shall serve for one year. The Chairperson shall preside at all meetings of IGIC and shall be responsible for the implementation of the Council's decisions. The Chairperson shall serve in the capacity of providing oversight and guidance, according to Board decisions, to the Iowa GIS Coordinator. The Chairperson shall be an ex-officio member of all standing committees of IGIC.

The Iowa State GIS Coordinator, Past-Chairperson, Chairperson and Vice-Chairperson are authorized to officially represent IGIC with other organizations. The Secretary or the Treasurer may also officially represent IGIC at any function when assigned to do so by the Chair or Vice-Chair. The Chairperson shall ascend to the office of Past-Chairperson at the end of the Past-Chairperson's term.

Section 3 Duties of Past-Chairperson

The Past-Chairperson shall be the immediate previous Chairperson and shall serve for one year. The Past-Chairperson is responsible for the yearly update of the IGIC Strategic Plan and shall serve as the Chair of the Strategic Planning and Bylaws Committee.

Section 4 Duties of Vice-Chairperson

The Vice-Chairperson shall be elected annually by the IGIC Board (*Article VIII, Section 4*) and shall serve in the capacity of Vice-Chairperson for one year. The Vice-Chairperson will then become Chairperson. The Vice-Chairperson will assist the Chairperson in the discharge of the Chairperson's duties as requested and, in the absence or inability of the Chairperson to act, shall perform the Chairperson's duties. Additionally, the Vice-Chairperson shall chair the IGIC Conference Committee. In the off conference years, the Vice-Chairperson may assist in the planning of the Mid-America GIS Symposium along with the Iowa State GIS Coordinator. The Vice-Chairperson shall ascend to the office of Chairperson at the end of the Chairperson's term and a new Vice Chairperson will be elected to fill the vacancy.

Section 5 Duties of Secretary

The Secretary is elected according to the specifications outlined in Article VIII, Section 4 and shall serve for two years. The Secretary shall record meeting minutes of regular IGIC Board meetings and Executive Committee meetings and provide those to the Iowa State GIS Coordinator and make them available to the membership. Additionally, the Secretary shall monitor attendance and notify the Chairperson of poor attendance by IGIC Board members. In that role, the Secretary shall also maintain, in coordination with the Iowa State GIS Coordinator, the official

register of IGIC members. The Secretary shall also act as Chair for the Membership and Nominations Committees.

Section 6 Duties of Treasurer

The Treasurer is elected according to the specifications outlined in Article VIII, Section 4 and shall serve for two years. The Treasurer shall be the chief financial agent of IGIC and shall provide financial reports to the IGIC and be responsible for managing any funds generated by or through the IGIC. The Treasurer shall have custody of all funds, securities and legal instruments of IGIC and shall be responsible for their safekeeping. To this end the Treasurer may, subject to the approval of the Executive Committee, determine the place and manner of depositing for all funds, securities and legal instruments. A correct amount of receipts and disbursements must be kept at all times and complete up-to-date report of the financial affairs of IGIC shall be submitted quarterly to the IGIC Board. The Board shall have the right to examine the financial records of IGIC and cause any audit to be made at any time. The Treasurer shall serve as the Chair of the Finance Committee.

Section 7 Election of Office

Executive Committee members shall be elected from the IGIC Board, by the IGIC Board, as hereinafter provided. Executive Committee members may be removed by a majority vote of the Board members and replaced with an existing Board member by a majority vote of the Board members.

Section 8 Resignation and Replacement of Office

If a position of the Executive Committee is vacated, the vacating officer shall appoint a replacement for that position subject to the approval by simple majority vote of the IGIC Board. If a simple majority does not approve the replacement candidate or if the length of time until the next scheduled election of officers exceeds twelve months, a special election shall be conducted as directed by the IGIC Board and implemented by the Membership and Nominations Committee.

Section 9 Other Responsibilities

In addition to the aforementioned responsibilities, the Executive Committee will serve to conduct any business deemed necessary by the Chairperson and may refer matters of business to a proper standing or other committee.

Prior to the first quarterly meeting of the IGIC calendar year, the Executive Committee shall establish a list of duties to be assigned to the IGIC Coordinator for the upcoming year.

Article VI. Committees

Section 1 Authorization

The following Standing Committees from the IGIC are hereby authorized, created, and directed to maintain the continuing operations of IGIC: Conference, Finance, Membership and Nominations, Education, and Strategic Planning and Bylaws. The IGIC Strategic Plan shall guide the need for Committees and other Committees shall be established as needed.

Section 2 Conference Committee

This committee is chaired by the IGIC Vice-Chair and is charged with conference planning and execution. Members of the Conference Committee must demonstrate a willingness to pursue and fulfill the purposes and objectives of IGIC. The Conference Committee shall strive to promote and improve the overall activities of IGIC and shall establish additional subcommittees as needed to fulfill their activities.

Section 3 Finance Committee

The Executive Committee serves as the IGIC Finance Committee. The Treasurer chairs Finance Committee meetings when the Executive Committee serves as the Finance Committee. The Finance Committee is generally responsible for all funds, investments and business matters of IGIC. Its specific duties include:

- a. presenting a financial report of IGIC at each quarterly meeting;
- b. preparing the following year's budget and presenting it to the Board at its fourth quarterly meeting;
- c. coordinating an independent audit of IGIC finances annually or as directed by the Board.

Section 4 Membership and Nominations Committee

This Committee is chaired by the IGIC Secretary. This Committee shall provide leadership in building and maintaining the membership of IGIC. The Committee shall make recommendations to the Board regarding issues that include, but are not limited to, the following:

- a. establishment of criteria for, and benefits of, membership in IGIC;
- b. establishment of dues;
- c. recruitment of members;
- d. preparation of a slate of candidates from the General Membership, reflecting the sector representation as designated by these bylaws to fulfill the biennial IGIC Sector and Executive Committee elections;
- e. report to the Chairperson prior to the fourth quarter meeting on membership eligibility and make recommendations on removal and nominations to succeed ineligible members. Nominations to replace removed Board members must come from the same IGIC sector as the removed Board member.

Section 5 Education Committee

This Committee is chaired by the IGIC Chairperson, or an appointee of the IGIC Chairperson, and shall execute the tasks necessary for the successful monitoring, evaluation and facilitation of the development of a skilled GIS labor force in Iowa. The Committee's tasks include, but are not limited to:

- a. maintaining a catalog of GIS programs and other current GIS educational efforts in the State;
- b. evaluating the sufficiency of GIS education throughout the State;
- c. proposing additional efforts at secondary, post-secondary, or professional level GIS education;
- d. facilitating the development of new, or the expansion of on-going GIS educational efforts.

Section 6 Strategic Planning and Bylaws Committee

This Committee is chaired by the IGIC Past-Chair and is charged with examining the operations of IGIC and recommending to the IGIC Board any relevant changes that

are needed to fulfill the objectives and mission of IGIC. Membership of this Committee will be comprised of, at a minimum, the Executive Committee and all other Committee Chairs. All other IGIC members are eligible to serve on this Committee. The Committee shall make recommendations and reports to the Board regarding issues that include, but are not limited to, the following:

- a. modifications or amendments to these bylaws;
- b. fulfillment and updates of goals, objectives, and tasks stated in the IGIC Strategic Plan;
- c. appropriate actions required of the IGIC Board to improve the business operations of IGIC.

Section 7 Special Committees

Special Committees, authorized by the IGIC Board, shall be authorized, created, directed or dissolved by a majority of the Board members in attendance at an IGIC meeting. The IGIC Strategic Plan shall guide the need for Special Committees. These Committees will be established to meet specific issues within the scope of objectives related to the fulfillment of the IGIC mission. Standing Committees have the authority to create sub-Committees as they deem necessary to fulfill their specific objectives as outlined in these bylaws. Special and Sub-Committees shall report on their activities as directed by their creating authority.

Section 8 Committee Membership

Committee Chairs shall be responsible for maintaining membership on the Committees and shall notify the IGIC Secretary of any changes in membership. IGIC General Members or members of the larger Iowa GIS Community may voluntarily participate in the Committees. Committee members shall request input and support from the larger Iowa GIS Community and the sectors they represent.

Section 9 Committee Meetings

Committees shall meet, discuss, study, and/or resolve assigned issues, as needed, to carry out the objectives of IGIC. Committees shall meet at least once a year to accomplish tasks designated by the Board and these bylaws as relevant to IGIC.

Committees may meet in any ways convenient and economical. IGIC shall pay for small, ordinary expenses that committee meetings may incur. If a meeting is likely to incur extraordinary expenses, approval of the Executive Committee should be obtained before the meeting occurs.

Section 10 Committee Reports

The Committee Chair shall act as a spokesperson representing the Committee before IGIC and be available for updates on the committee's activities. An alternate spokesperson may be appointed by Committee Chair and submitted as such to the IGIC Secretary.

Section 11 Committee Secretary

All Committees shall appoint a secretary and keep a record of all proceedings. The secretary shall provide a copy of the proceedings to the Iowa State GIS Coordinator for inclusion on the GIS Clearinghouse and for distribution to the Board at the IGIC quarterly meetings. The Committee Secretaries in coordination Committee Chair, the Iowa State GIS Coordinator and IGIC Secretary shall maintain a list of the committee members.

Article VII. Meetings

Section 1 Council Meetings

Meetings of IGIC shall be held at least quarterly. The date and time of the quarterly meetings shall be made available two months in advance. The location, agenda, and remote video or teleconferencing sites will be made available at least seven days prior to the meeting. Minutes of all meetings shall be distributed to IGIC members via an official form of communication as specified in these bylaws (*Article IX Section 8*).

Once each year a quarterly meeting shall be convened as a face-to-face meeting; electronic conferencing measures shall be available upon request only. The biennial IGIC conference shall serve as such a face-to-face meeting on the years in which it occurs. The IGIC biennial conference may be held in either the first or second quarter of the IGIC calendar and constitutes an official meeting of IGIC with

regards to the required second quarter meeting. Meetings are open to all members of IGIC as well as any persons interested in the exchange of ideas to further the interests of IGIC.

Section 2 Special Meetings

Additional meetings of the IGIC may be called by the Chairperson, with at least a twenty-four hour notice, to discuss and take action on critical issues.

Section 3 Quorum

A quorum is established when more than one-half of the IGIC Board members, exclusive of vacancies, are present in an IGIC meeting.

Section 4 Majority Vote

A majority of affirmative votes from the quorum on any issue will establish an IGIC decision.

Section 5 Order of Business

The order of business at any regular or special meeting of the members of the Board shall be:

- a. Reading and approval of any unapproved minutes
- b. Reports of officers, committees, and working groups.
- c. Unfinished business.
- d. New business.
- e. Adjournment

Section 6 Procedure

The Chairperson may conduct meetings in an informal manner, but *Robert's Rules of Order (Revised)* shall be used to resolve any procedural questions.

Article VIII. Nominations and Elections

Section 1 Nominations

The Membership and Nominations Committee will prepare a slate of candidates from the General Membership, reflecting the sectors' representation as designated by these Bylaws,

by the fourth quarter meeting, on a biennial basis. The Membership and Nominations Committee shall provide a minimum of one candidate for each open position, and shall strive to provide one more candidate than the number of positions open for each Sector. The current Sector Representatives shall aid the Membership and Nominations Committee in identifying potential nominees. The current eligible Sector Representatives may remain on the ballot as incumbents if they desire to continue their service on the IGIC Board and if they are a member in good standing. Nominations are closed at the conclusion of the fourth quarterly meeting of the IGIC calendar in even numbered years.

Section 2 Terms

The IGIC Board shall have a term of two years. A maximum of twenty-five members will be maintained. No limitation on the number of terms is established. IGIC elections occur in even-numbered years.

Section 3 Elections of Sector Representatives

The Sector Representatives who serve on the IGIC Board shall be elected from the General Membership by a means determined by the Board. Ballots for voting for Sector Representatives shall be circulated to the General Membership no later than April 30th in an election year. Balloting must be completed by May 15th of an election year. New sector representatives and the General Membership will be notified of the results of the election no later than June 1st of an election year via a for of communication allowable in these bylaws. (*Article IX, Section 8*).

Section 4 Elections of Executive Committee Positions

Executive Board Members shall be nominated from the Sector Representatives and elected by one of the listed acceptable means of voting: show of hands, paper ballot, electronic means, or via oral vote.

The Board members shall elect the new Executive Committee positions of Secretary and Treasurer as the first order of new business at the first quarterly meeting, immediately following the election of new Board members.

The positions of Vice-Chairperson, Chairperson and Past-Chairperson have a term of one-year. The elections for the position of Vice-Chairperson will be the first order of new business at the first quarterly meeting of the IGIC calendar year. Upon certification of the Board vote, the previous Chair shall pass the meeting to the new Chair, who shall close the meeting with the newly elected officers.

Section 5 Election Procedures

The Iowa State GIS Coordinator will tally the results of the election, notify the appointed individuals, announce the results to IGIC, and post via an official form of communication(s) of IGIC. The outcome of the elections shall be determined by a plurality or simple majority of those voting. In the case of a tie vote, a run-off election shall be held immediately.

Article IX Administration and Staff

Section 1 Coordination

An authorized IGIC Coordinator shall be recognized as Coordinator between IGIC and the Iowa GIS Community

Section 2 Coordinator Responsibilities

The IGIC Coordinator shall maintain the following responsibilities:

- a. keep the official current and complete books and records of the decisions, members, actions and obligations of IGIC. Any member of IGIC may inspect all books and records, for good purposes, at a reasonable time and location;
- b. act as a non-voting advisory member of the IGIC Executive Committee;
- c. act in cooperation with the IGIC Chairperson to coordinate meeting notices and locations;
- d. act in cooperation with the IGIC Secretary to a record of names and addresses of the members of IGIC and the Iowa GIS Community;
- e. serve as an ex-officio member of IGIC;
- f. act as an advisor and aid IGIC and its committees in the completion of their anointed tasks. The IGIC Coordinator

- shall work to accomplish the annual list of assigned tasks designated by the Executive Committee;
- g. coordinate and provide the Annual Report of IGIC at the end of the fourth quarter. The IGIC Coordinator may also be asked by the Board to provide other periodic reports deemed appropriate.

Section 3 **Liaisons**

The IGIC Board may appoint representatives to act as liaisons with other organizations and agencies.

Section 4 **Principal Office**

The principal administrative office of IGIC shall be determined by the Board of Directors.

Section 5 **Calendar**

All references to the IGIC calendar relate to the Iowa State Fiscal Year, July 1 through June 30, inclusively

Section 6 **Collection of Fees**

Nothing in these bylaws is intended to restrict IGIC from sponsoring or collection of fees from meetings, conferences, workshops, seminars or symposia or sharing of geographic information.

Section 7 **Funds**

All IGIC funds shall be deposited in the name of the IGIC in a bank or banks approved by the Board. Expenditures of funds will be authorized by the IGIC Board and disbursement will be made by check upon signature of the Treasurer of the Board. The Board may appoint an Assistant to the Treasurer with authority to sign checks. The Chairperson and Treasurer shall jointly authorize the dispersal of funds on IGIC sponsored events.

Section 8 **Finances**

No part of the net earnings of IGIC shall inure to the benefit of, or be distributable to, its members, Board, officers, or other private persons, except that IGIC shall be authorized and empowered to pay reasonable compensation for service

rendered or costs incurred in conducting IGIC business and to make payments and distributions in furtherance of the purpose and objectives of this organization. No compensation shall be paid to any elected officer or Board member. Board members, committee members, officers, and other representatives of IGIC may, if expressly authorized by the Board, be reimbursed for actual expenses incurred in attending special meetings of IGIC or transacting IGIC business.

Section 9 Forms of Communication

To the fullest extent allowed by Applicable Law, IGIC is authorized to use any means of communication, including electronic communication, for any communication required or permitted by these Bylaws.

IGIC meetings may be held using teleconferencing, videoconferencing or other communication technologies to facilitate an official meeting.

Section 10 Activities limited to exempt purposes

No substantial part of the activities of IGIC shall be the carrying on of propaganda, or otherwise attempting to influence legislation. IGIC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In the case of a request from a governmental body, committee, or subdivision, IGIC shall provide technical assistance and advice providing IGIC deems it appropriate to provide such assistance. Notwithstanding any other provisions of these bylaws, IGIC shall not carry on any other activities not permitted by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article X Amendments of Bylaws

Section 1 Amendments

The IGIC Board has the power to repeal or amend these bylaws and to adopt additional bylaws. Bylaw amendments may be executed at any meeting of IGIC; provided that

notice, at least 15 days prior to the meeting, has first been given to IGIC with a full description of issue(s) to be discussed / amended. Amendments to these bylaws may be amended by a 2/3 affirmative vote of all Board members.

Article XI Miscellaneous Provisions

Section 1 Indemnification

The IGIC may, by resolution of the IGIC Board provide indemnification by IGIC of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a director or officer of IGIC, except in relation to matters as to which such director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 2 Non-liability

No Board member, officer, employee, member or other volunteer of IGIC is liable for the IGIC's debts or obligations and a Board member, officer, employee, member or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to IGIC, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent as provided by law. The Board, officers, employees, members, and other volunteers of IGIC have agreed to serve in their respective capacities in reliance upon the provisions of this Article

Section 3 Scholarships and Awards

IGIC may from time to time, at the direction of the Board, offer scholarships, medals, or other awards in recognition of outstanding work or ability in the field of GIS. Such scholarships, medals and awards shall be offered on a

nondiscriminatory basis, and Board members shall not participate in the granting of such items to family members as outlined in the current Internal Revenue Code.

Article XII Dissolution

Section 1 Action at Dissolution

In the event IGIC is dissolved, the IGIC Coordinator, after paying or making provisions for the payment of all the liabilities of IGIC, will be responsible for archiving the books and records of IGIC and for distributing any other assets of IGIC to a nonprofit organization(s) or institution(s) with objectives similar to IGIC as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code, as the Board shall determine. In no event will any Board Member, employee, or member benefit from such assets except for authorized expenses incurred by such Board Member, employee, or member in conducting the business of IGIC.

EXHIBIT A

EXECUTIVE ORDER 65 PROVIDING FOR THE ESTABLISHMENT OF THE IOWA GEOGRAPHIC INFORMATION COUNCIL

I, TERRY E. BRANSTAD, GOVERNOR OF THE STATE OF IOWA, by virtue of the authority vested in me by the Constitution and the applicable statutes, do hereby issue this Executive Order.

WHEREAS, the State of Iowa is a large geographic region including both finite and renewable resources, diverse economic activities, valuable public and private infrastructure, numerous business firms and government organizations, and a diverse population; and

WHEREAS, the management of geographic information about the character and location of the state's natural, physical, economic, and cultural resources and human activity is becoming more important to both the public and private sectors; and

WHEREAS, there are various spatial information technologies available to assist Iowa businesses and organizations meet their various and unique information needs; and

WHEREAS, there are various governmental, business, and educational users of spatial data technologies who would benefit from data sharing, coordination of technology development activities, the development of common standards and conventions, and educational activities; and

WHEREAS, there is a need to coordinate the various activities in geographic information systems (GIS) and related technologies in order to better exchange and share information and to enhance the stewardship of geographic information in the management of public resources; and

WHEREAS, the current Iowa Geographic Information Council, a volunteer organization, has been involved in a variety of educational, communications, and information sharing activities but lacks the explicit authority to recommend policies, guidelines, and standards; and

WHEREAS, there is a need to recommend policies, guidelines, and standards to the Office of Information Technology Services and other units of government for developing and sharing geographic information; and

WHEREAS, there is a need to avoid duplication of effort so as to reduce the costs that would otherwise be involved if each organization developed its own GIS and related capabilities independently; and

WHEREAS, there is a need to establish a formal forum in order to discuss, debate, and decide general issues related to geographic information; and

WHEREAS, there is a need to establish a formal forum in order to discuss, debate, and issue guidelines on confidentiality and privacy issues related to geographic information; and

WHEREAS, there is a need to prioritize and schedule the development of public-funded data programs, define the roles and responsibilities of data stewardship, and formulate policies for the access, distribution, and pricing data; and

WHEREAS, there is a need to support the ongoing development of a geographic information clearinghouse in order to foster the sharing of geographic data; and

WHEREAS, there is a need to provide education, training, and support for users of geographic information to support the better management of public resources; and

NOW, THEREFORE, I hereby order that:

1. The Iowa Geographic Information Council (hereinafter referred to as IGIC) shall be formally established.
2. The members of the IGIC shall be appointed by the Director of the Office of Information Technology Services from nominations received for the existing IGIC. The IGIC shall be composed of members with knowledge and interest in the GIS field representing state government, federal government, city government, county government, regional and metropolitan planning, universities and private colleges, community colleges, and GIS user(s) in the private sector.
3. The IGIC shall formulate and adopt a charter and bylaws for its own operation and elections and for the formation of topical subcommittees.
4. The IGIC shall receive administrative staff support from the Office of Information Technology Services.
5. The IGIC shall prepare an annual report to the Governor by June 30th of each year to be submitted to the Director of the Office of Information Technology Services describing accomplishments from the previous year and recommendations for the future.
6. The annual report due on June 30, 1998 shall include recommendations with respect to the future organizational structure of the IGIC and detailed recommendations in the form of a plan for addressing the needs described in this executive order.
7. Policies, guidelines, standards, and conventions developed by the IGIC shall be widely distributed throughout Iowa for discussion and shall be recommended for

implementation through the Office of Information Technology Services and other organizations as appropriate.

EXHIBIT B

ARTICLES OF INCORPORATION

OF

Iowa Geographic Information Council

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

We, the undersigned, acting as Incorporators of a corporation under chapter 504A of the Iowa Code, 2002, adopt the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the Corporation is Iowa Geographic Information Council.

ARTICLE II DURATION

The period of its duration shall be perpetual.

ARTICLE III PURPOSE

The Corporation is organized exclusively for the purpose of improving geographic information systems in Iowa.

Notwithstanding the foregoing, however, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV PROHIBITIONS

The Corporation is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V REGISTERED AGENT

The address of its initial Registered Office in the State of Iowa is: 105 West Adams Street, Creston, Iowa 50801, in the County of Union and the name of its initial Registered Agent at such address is Alan Jensen.

ARTICLE VI INITIAL DIRECTORS

The number of directors constituting the first board of directors of the Corporation is twenty-five, and the names and addresses of the persons who are to serve as the initial directors are:

<p>Joe Artz Office of State Archaeologist 700 Clinton St. Building Iowa City, Iowa 52242</p>	<p>Todd Bishop Iowa Dept. of Natural Resources Wallace State Office Building 502 E 9th St. Des Moines, Iowa 50319</p>
<p>Terry Brase Agriculture Technology Instructor Kirkwood Community College 6301 Kirkwood Blvd, SW Cedar Rapids, Iowa 52406</p>	<p>Gary Brown Aerial Services, Inc. 2120 Center St. Cedar Falls, Iowa 50613</p>
<p>Steve Cooper Planner IIW Engineers & Surveyors P.C. 4155 Pennsylvania Ave Dubuque, Iowa 52002</p>	<p>Brad Cutler GIS Project Specialist Golden Hills Resource Conservation & Development 406 S. Hwy 6, PO Box 189 Oakland, Iowa 51560</p>
<p>Micah Cutler GIS Administrator Harrison County 111 N. 2nd Ave., P.O. Box 189 Logan, Iowa 51546</p>	<p>Chris Diggins NIACOG 121 3rd Street NW Mason City, Iowa 50401</p>
<p>Joe Eckmann Account Manager, ESRI 5200 W. 94th Terrace Suite 111 Prairie Village, Kansas 66207</p>	<p>Gregg Hadish USDA-NRCS 2216 Agronomy Hall Iowa State University Ames, Iowa 50011</p>
<p>Rick Havel GIS Coordinator Johnson County 913 S.Dubuque St. Iowa City, Iowa 52240</p>	<p>Kevin Kane GIS Support and Research Facility Lab Iowa State University 218 Durham Center Ames, Iowa 50011</p>
<p>Bill Kapp Advanced Specialties Co. LLC 5436 210th ST NE Solon IA 52333-9494</p>	<p>Herb Kuehne GIS Analyst City of Sioux City 3303 Rebecca St. Sioux City, Iowa 51104</p>

Andy Kula Meteorologist National Weather Service / NOAA 9607 N.W. Beaver Drive Johnston IA 50131	Susan Kula Environmental Specialist 118 Agronomy Lab Iowa State University Ames, Iowa 50011-3200
Stephen Newman MidAmerican Energy Company 2811 5 th Ave. Rock Island, Illinois 61201	Jon Paoli GIS Coordinator Iowa Homeland Security and Emergency Management Division Hoover State Office Building, Level A Des Moines, Iowa 50319
Roger Patocka Emmet Co. Engineer Emmet County 609 1 st Ave. North Estherville, Iowa 51334	Deanne Popp Department of Transportation 800 Lincoln Way Des Moines, Iowa 50319
Tom Ricker GIS Project Manager The Sidwell Corporation 675 Sidwell Ct. St. Charles, Illinois 6-174	William Schuman GIS Coordinator Iowa Dept. of Transportation 800 Lincoln Way Ames, Iowa 50010
Ramanathan Sugumaran Assistant Professor University of Northern Iowa Sabin 1 Cedar Falls, Iowa 50614-0406	Kristen Tuttle GIS Administrator City of Des Moines 602 E 1 st St. Des Moines, Iowa 50309
Ray Willis Polk County Assessors Office Polk County 111 Court Avenue Des Moines, Iowa 50309	

The above table lists IGIC's Board of Directors on the date of the organization's incorporation, October 21, 2003

ARTICLE VII MEMBERSHIP

The Corporation shall have such members as described in the bylaws.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporators are:

Andy Kula
Meteorologist
National Weather Service / NOAA
9607 N.W. Beaver Drive
Johnston IA 50131

Kristen Tuttle
GIS Administrator
City of Des Moines
602 E 1st St.
Des Moines, Iowa 50309

Kevin Kane
Director, ISU GIS Facility
215 Durham
Iowa State University
Ames , Iowa 50011

Terry Brase
Agriculture Technology Instructor
Kirkwood Community College
6301 Kirkwood Blvd, SW
Cedar Rapids, IA 52406

Brad Cutler
GIS Project Specialist
Golden Hills Resource Conservation & Development
406 S. Hwy 6
PO Box 189
Oakland, Iowa 51560

Alan D. Jensen
State GIS Coordinator
Iowa Geographic Information Council
Iowa State University Extension to Communities
105 W. Adams St.
Creston, Iowa 50801

ARTICLE IX POWERS

The Corporation shall have all of the powers given to it by the laws of the state of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

- (A) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (B) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (D) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.
- (E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any later federal tax laws.

ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or the assets shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XII AMENDMENT TO ARTICLES

These Articles may be altered, amended or repealed and new Articles adopted by the affirmative vote of two-thirds of the entire board of directors at a meeting of the board of directors. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days

prior thereto by written notice delivered personally or sent by mail to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

IN WITNESS WHEREOF, the Incorporators have caused the execution of the foregoing Articles of Incorporation on this 21st day of October, 2003.

Andy Kula

Kristen Tuttle

Kevin Kane

Brad Cutler

Terry Brase

Alan D. Jensen