

Bylaws of The Iowa Geographic Information Council An Iowa Not-For-Profit Corporation

Originally Adopted: January 19, 1999

Previous Revision(s): January 19, 2000; April 13, 2005; July 16, 2008; April 21, 2021

Revised: April 27, 2022

STATEMENT OF PURPOSE

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 ORGANIZATIONAL STRUCTURE

The Iowa Geographic Information Council (IGIC) is organized as an Iowa Not-For-Profit Corporation. IGIC shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II OFFICES and CALENDAR

Section 1. Both the Registered Office and the Home Office of the corporation shall be located in Iowa at such places as may from time to time be changed by the Board of Directors upon filing the change with the Iowa Secretary of State.

Section 2. IGIC's Fiscal Year shall be the same as the State of Iowa's fiscal year, running from July 1 of one year to June 30th of the following year. IGIC's annual meeting will occur in the first quarter of its fiscal year.

ARTICLE III MEMBERS

Anyone with interest in the field of geographic information and its related issues within the State of Iowa may be a member of IGIC. To be considered a member (for voting or for any other function of the Council), a person's name must be registered on a list maintained by the IGIC Membership and Nominations Committee.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The government of IGIC, the direction of its work, and the control of its property shall be vested in the Board of Directors, hereafter referred to as "the Board." The Board shall have charge of the routine business of IGIC. It shall manage the finances and property of IGIC; amend the Articles of Incorporation; pass new Bylaws; establish 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. The Board may refer matters of business to a proper standing or other committee.

Section 2. Members of the Board shall meet quarterly to conduct business at times and places determined by the Board. Absence of a Board member from three consecutive meetings, without excuse deemed valid and so recorded by the Executive Committee, shall be construed as a resignation.

Section 3. A majority of members of the Board shall constitute a quorum at any meeting. A majority of members of the Board members present shall be necessary to affect a decision. Board members may attend in person, by telephone conference call, video conference, webcast, email, or other accepted means of interactive communication. Minutes of all meetings shall be recorded and made available as soon as possible after meetings are adjourned.

Section 4. The Board, shall have twenty-five (25) members. Members of the Board shall be elected by the body of IGIC members in the second calendar quarter of an even-numbered calendar year. Members of the Board serve for a term of two years, commencing July 1 of the election year. Members of the Board shall nominate, qualify and elect from itself a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer.

Section 5. IGIC Board members shall represent IGIC interest sectors. Fifteen seats will be designated for specific sectors in the following manner: two Board members shall represent Private sector organizations; one shall represent Regional sector organizations; two shall represent Municipal governments; three shall represent County governments; three shall represent State of Iowa government; one shall represent U.S. Federal government agencies that use GIS in their State of Iowa activity; and three shall represent the Education sector (defined as University, College, Community College, and K-12 education) sector. Ten seats shall be deemed 'at-large' and will be open to any IGIC member in good standing regardless of sector of affiliation.

Section 6. No person shall hold both the office of Secretary and Treasurer at the same time. Members of the Board shall appoint qualified individuals to fill any vacancies on the Board that shall occur between elections.

Section 7. The Chairperson shall be the immediate past Vice-Chairperson and shall serve for one year, assuming office at the beginning of the annual meeting.

Section 8. A new Vice-Chairperson shall be elected annually by the IGIC Board at the annual meeting.

Section 9. If a member leaves the Board and is a sector representative, the sector seat will be filled from available at-large members (who represent that sector). Any remaining unfilled Board positions will be filled by the IGIC Board at its next quarterly meeting. This individual will fill the vacancy until the next regular Board election.

ARTICLE V THE EXECUTIVE COMMITTEE

Section 1. IGIC Chairperson shall be the chief administrative officer of IGIC and shall oversee and coordinate the general activities of IGIC, including, but not necessarily limited to, building and promoting IGIC by encouraging the ongoing involvement and commitment of individuals and agencies in Iowa. The Chairperson shall preside at all meetings of IGIC and shall be responsible for the implementation of the Council's

decisions. The Chairperson shall be an ex-officio member of all standing committees of IGIC.

Section 2. The Vice-Chairperson will assist the Chairperson in the discharge of the Chairperson's duties. In the absence or inability of the Chairperson to act, the Vice-Chairperson shall assume the Chairperson's duties.

Section 3. The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation. The Secretary shall record or cause to be recorded, the proceedings of the meetings of the Board in a minute book of IGIC, to be kept for the Board and for other standing committees when requested by the Board. The Secretary shall bear the principal responsibility to give, or cause to be given, notice of all meetings of the Board. The Secretary shall see that all books, records, lists and information required to be maintained at the registered or other office of the Board in Iowa or elsewhere are so maintained. The Secretary shall perform other duties as may be prescribed by the Executive Committee.

Section 4. The Treasurer shall be the chief financial agent of IGIC and shall exercise such authority, and shall perform other duties as may be assigned by the Board. The Treasurer shall have custody of all funds, securities and legal instruments of IGIC and IGIC sponsored activities, and shall be responsible for their safekeeping. To this end the Treasurer may, subject to the approval of the Board, determine the place and manner of depositing for all funds, securities and legal instruments. A correct account of all receipts and disbursements must be kept at all times and a complete up-to-date report of the financial affairs of IGIC shall be submitted at the annual meeting of the Board, which shall usually be the meeting in the third quarter of the calendar year. The Board shall have the right to examine the financial records of the Council and cause any audit to be made at any time.

Section 5. The immediate Past-Chairperson of the Board shall serve to provide administrative continuity for the Executive committee. The Past-Chairperson shall advise about annual actions that need to be filed or completed. And the Past-Chairperson shall serve at the Chairperson's request for whatever is needed.

ARTICLE VI OTHER COMMITTEES

Section 1. The following Standing Committees are hereby created, authorized, and directed to maintain and conduct IGIC business: a) Membership and Nominations; b) Finance; c) Strategic Planning and Bylaws; d) Conference; e) Education; and f) Outreach. The IGIC Strategic Plan shall guide the work of all committees as well as the establishment of others as needed.

Section 2. The Membership and Nominations Committee monitors the number, character, and involvement of the body of IGIC's membership. The committee also prepares nominations for the elections of Board members and the election of IGIC Executive Committee members. The IGIC Vice-Chairperson shall chair the Membership and Nominations Committee.

Section 3. The Finance Committee monitors, and makes recommendations about IGIC's financial condition. The IGIC Treasurer shall chair the committee. The committee shall a) review IGIC's financial condition, b) advise the Treasurer on the creation of the

annual budget, and c) recommend the process for conducting regular and appropriate audits of IGIC's financial records.

Section 4. The Strategic Planning and Bylaws Committee examines IGIC's operations and recommends changes that are needed to fulfill the objectives and mission IGIC in a changing GIS environment. The immediate Past-IGIC Chair is the chair of this committee. The committee shall: a) recommend modifications to IGIC's Bylaws, b) lead the Board in an annual review of the goals and objectives in the current Strategic Plan, and c) suggest improvements in IGIC's activities and mode of operation.

Section 5. The Conference Committee plans and conducts the biennial IGIC GIS Conference. The chairperson of the committee shall ordinarily be an IGIC Board member who is likely to continue service on the Board at the time of the Conference. The IGIC Chairperson presiding at the close of a conference shall appoint with Executive Committee approval a chairperson for the next conference, as soon as possible but no later than 30 days afterward.

Section 6. The Education Committee monitors, evaluates and facilitates the development of a skilled GIS labor force in Iowa. The chairperson of the committee shall be appointed by the presiding IGIC Chairperson. The committee shall a) maintain a catalog of GIS educational program in Iowa, b) evaluate the sufficiency of GIS education throughout the State, c) propose ways to improve existing programs, and d) facilitate the development of new needed programs.

Section 7. The Outreach Committee will monitor, prepare, and coordinate the promotion of IGIC and its activities. The Committee assess how IGIC is known or perceived in Iowa and elsewhere. The Committee will address needs for publicizing IGIC's activities using traditional media and any other emergent forms of public communication. The Chairperson of the Outreach Committee shall be appointed by the presiding IGIC Chairperson.

ARTICLE VII PARLIAMENTARY PROCEDURE

Roberts Rules of Order Revised shall be the parliamentary authority of IGIC, the Board and other committees, except as the same has been modified by these Bylaws.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended or repealed by a 2/3 majority vote of the IGIC Board at any regular or special meeting thereof, provided that a copy of any proposed amendment(s) is distributed by mail or email to all members of the Executive and Steering Committees for consideration no later than twenty-five (25) days prior to the meeting date of the vote.

ARTICLE IX DISSOLUTION

Section 1. Dissolution of IGIC may occur upon a 2/3rds vote of the entire current Board of Directors, or in the absence of any Board, according to the Code of Iowa governing dissolutions of non-profit organizations.

Section 2. Upon dissolution of this Council, the governing body shall, after paying or making provision for payment of all of the liabilities of IGIC, dispose of all the assets of the Consortium Council exclusively for the purposes of IGIC in such manner, or to such organization or organizations organized and operating exclusively for purposes which qualify said organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the governing body shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of IGIC is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X INDEMNIFICATION

IGIC shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, (other than an action by IGIC against such person) by reason of the fact that such person is or was an officer, director, committee member, or other agent of IGIC, against all expenses (including reasonable attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if the Board determines that the person acted in good faith and within the scope of his or her duties as an officer, director, committee member or other agent of IGIC. IGIC may purchase and maintain insurance on behalf of any such person. The Board shall have the sole and exclusive right to determine whether a person is entitled to indemnification pursuant of this Article.

CERTIFICATE

I, the undersigned, hereby certify that I am the Secretary of IGIC, and the keeper of its corporate records; that the foregoing Bylaws were duly adopted by IGIC's Board as, and for, the Bylaws of IGIC, effective as of the 27th of April 2022; that the foregoing constitute the Bylaws of said Consortium Council; and that such Bylaws are now in full force and effect.



Secretary

4/27/2022
Date