



Oregon and Southwest Washington Chapter of URISA (ORURISA)

Bylaws

October 2011

ARTICLE I. CHAPTER ORGANIZATION

SECTION 1. NAME

The name of this organization is the Oregon & SW Washington Chapter (hereinafter referred to as "the Chapter") of the Urban and Regional Information Systems Association (hereinafter referred to as "URISA").

The chapter's focus is on geospatial systems, but we also encourage participation of those in related disciplines such as Information Technology, photogrammetry, surveying, engineering, or web technologies.

SECTION 2. SERVICE AREA

The geographic service area of the Chapter shall be the official boundary line of the State of Oregon and counties in southwestern Washington.

SECTION 3. PURPOSE

The Chapter is organized as an IRS 501 (3) (c), not for profit, state wide professional association of the nationally recognized Urban and Regional Information Systems Association (URISA).

The Oregon Chapter of URISA 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 and related technologies.

The chapter 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, the chapter is and shall remain a platform neutral forum with respect to operating systems, geospatial software products and vendors. The Chapter welcomes and supports participation from the public and private sector equally.

The Chapter supports and promotes the GIS Code of Ethics as approved by the URISA Board of Directors and members are encouraged to become a certified GIS practitioner (GISP) by qualifying for the GISP title.

To that end, the Chapter 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, the Chapter 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 Planning, Geography, Cartography, Surveying, Engineering, Photogrammetry, Public and Business Administration, and Public Safety.
- C. Recognition for exemplary service in the field of urban and regional geospatial information systems.
- D. Encouragement for the advancement of knowledge through postgraduate research, publication, and other opportunities for professional growth and advancement.

SECTION 4. EQUAL OPPORTUNITY

Being mindful of the harmful and undesirable effects of discrimination, the Chapter 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, the Chapter shall encourage and promote equal opportunity participation in all Chapter activities.

SECTION 5. LOBBYING AND PUBLIC POLICY DEBATE

Consistent with the Articles of Incorporation and the requirements placed on a 501 (3) (C) corporation, the chapter will not commit a substantial part of the activities to the carrying on of propaganda, or otherwise attempting to influence legislation, and the chapter will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It will offer profession advice and input to public and legislative process when solicited due to the expertise of its members on relevant subject matter. A chapter position on matters of public policy shall be only be represented as a official chapter position after the policy issue has been discussed and approved by a majority vote of the Board.

SECTION 6. POLITICAL ACTIVITY

The Chapter 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

These Bylaws may be amended, revised, or repealed by a two-thirds (2/3) majority vote of the Chapter Officers, with subsequent approval by the Board of Directors.

SECTION 8. CHAPTER ALLEGIANCE

A duly chartered URISA Chapter must adhere to the URISA Bylaws and Constitution or risk the loss of its charter. URISA Bylaws supersede Chapter Bylaws, to the extent no section places the chapter in violation of its IRS tax status. Use of the URISA name and logo by the Chapter must comply with URISA guidelines. **ARTICLE II.**

MEMBERSHIP

SECTION 1. ELIGIBILITY

Any responsible individual or organization with an interest in the field of geospatial urban and regional information systems technology that agrees with the international mission of URISA, and approves of National and Chapter URISA objectives and Chapter by-laws shall be eligible for membership in the Chapter.

SECTION 2. MEMBER IN GOOD STANDING

"Membership in good standing" is considered to be a person or organization that actively participates in Chapter activities. Specific criteria for membership in good standing may be determined from time to time by resolution of the Chapter Board of Directors (herein referred to as 'The Board'), but shall as a minimum be defined as participation in annual Chapter events or submittal of annual Chapter membership dues.

Membership in URISA National is not required of a Chapter member in good standing, but is encouraged and expected of Board Members and required for Chapter Officers. Provided that Chapter finances are sufficient, the Chapter will annually defray the cost of Chapter Officers' dues in URISA National. In addition, recognizing the value to the membership of Chapter Officers attending the national URISA conference, including involvement with the Chapter Relations Committee, the chapter will each year pay the cost of registration, travel and per diem for the president and for the president elect in the year prior to his/her two year term of office. The remaining Chapter Officers are encouraged to attend the national conference and, at its discretion, the Chapter Officers may elect to defray their cost of registration.

SECTION 3. MEMBERSHIP CATEGORIES DEFINED

Five categories of Chapter membership are:

- a) Individual
- b) 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 the Chapter. An individual member in good standing shall have one vote in any membership business decision or forum.
- B. Sponsor - Any business or organization, regardless of location, upon payment of dues, may become a Chapter Sponsor. Sponsorship entitles an organization to vest a designated number of sponsor employees with individual membership rights and Chapter Board Policy may determine privileges and any other special corporate benefit as.
- 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 the Chapter upon payment of student dues.
- D. Emeritus – Any person who is retired from the practice of geospatial information systems management or use, or related discipline, and who wishes to continue maintaining a professional interest in urban and regional 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 information systems professionals who have demonstrated outstanding lifetime achievement and/or particular distinction in the development of urban and regional geospatial 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 Chapter membership year shall be the twelve months, beginning at the annual ORURISA conference. Membership for an individual who pays membership dues during the calendar year before the conference shall expire before the subsequent year's conference.

SECTION 5. DUES

The Board shall establish chapter dues for each defined membership category. Any change in Chapter 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 and SECTIONS

Chapter members, with the approval of the Chapter Board, may organize a Special Interest Group (SIG) to deal with specialized interests, levels of government, technical disciplines or other concerns. Chapter members, with the approval of the Chapter Board, may also organize Sections within portions of the Chapter service area, consistent with Chapter bylaws and purpose. Status as a SIG or Section can be revoked by Board action at any time.

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

If a SIG or Section becomes established, the section may elect to be represented on the Chapter board by at least one permanent board member. Said board member to be elected in the manner described elsewhere in these bylaws.

A SIG or Section may collect and disburse funds in support of local section activities.

Chapter membership is encouraged but not required for participation in a Chapter SIG or Section. Participants of a Chapter SIG or Section who elect not to become Chapter Members may not otherwise enjoy Chapter Benefits or have Chapter wide Voting Rights.

SECTION 7. AFFILIATED GROUPS

The Chapter may recognize and affiliate with other professional groups that share and/or support the same fundamental purpose and goals of the Chapter. Status as an affiliated group is subject to formal approval by the Chapter Board. Status as an affiliated group can be revoked by Board action at any time. Such affiliated groups may maintain their own identity and can be constituted with their own officers and bylaws provided that no provision of those bylaws conflict with these articles or the aims and objectives of the Chapter as determined by the Board of Directors.

Membership in an affiliated group does not confer a membership right in the Chapter without payment of Chapter dues and the fulfillment of other membership responsibilities as defined in this Article.

SECTION 8. RIGHTS AND PRIVILEGES

Current Chapter members shall have full voting and office-holding rights. Current members shall be informed of the activities and progress of the Chapter through reports, newsletters, and Chapter meetings. Current members shall be entitled to equal access to participate in and attend any meeting or activity conducted by the Chapter, subject to

space limitations. Members may be required to pay registration fees for admittance to certain Chapter events.

SECTION 9. NON-TRANSFERABILITY

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

SECTION 10. 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 the Chapter or URISA national. A hearing shall be convened by the Chapter 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 the Chapter 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 the Chapter.
- c. The Board will take into consideration all relevant facts and circumstances presented by the member or by any other interested Chapter members before deciding on termination, suspension, censure or disciplinary action of the member.

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 the Chapter with full supervision and control over all Chapter business affairs. The Board may exercise all such powers of the Chapter 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 the Chapter. The Board shall be composed of at least four (4) persons, but in no case shall exceed twenty (20) persons. Each Board member is individually responsible to discharge the duties of their position as outlined in these bylaws. The Board of Directors shall be composed of a representative from each

Special Interest Group and each Section, and at large members voted upon by the membership.

SECTION 2. CHAPTER OFFICERS AND OTHER BOARD MEMBERS

Officers of the Chapter shall consist of five positions: President, Past President, President Elect, Secretary, and Treasurer. In addition to other responsibilities established in these articles, duties of Chapter Officers shall be as follows:

A. President The President shall be the chief elected officer and the official spokesperson for the Chapter. The President shall preside at all meetings of the Board and Chapter membership. The President must be a national URISA member in good standing.

Two Chapter Officers are required to sign contracts and agreements in the name of the Chapter, with prior approval of the Board and in accordance with guidelines and resolutions set forth by the Board. Prior approval means that the contract or agreement has been emailed or mailed to all Board members at least 14 days before it is signed. Each Board member then votes on the proposed contract or agreement.

Together with the Treasurer, the Chapter president is responsible for filing the Annual Chapter Report to URISA National, State or National Tax Returns and any other reports and filings as required by law or by another agency. The President will have signatory authority over the bank accounts established in the name of the Chapter and shall be authorized to make disbursements in the name of the Chapter. The president will serve a two year term.

B. President Elect

The President Elect serves as President for the Board and Chapter meetings when the President is otherwise unavailable. The President Elect shall assist the President in developing the Annual Chapter Report to URISA National and may represent the Chapter at non-Chapter functions.

C. Secretary

The Secretary shall prepare and maintain the written record of the Chapter's proceedings. The records shall consist of accurate minutes, resolutions and correspondence arising from all proceedings and meetings of the Chapter 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 the Chapter. These documents shall be archived on the Chapter web site and made available to the membership. The Board appoints the Secretary for a three-year term.

D. Treasurer

The Treasurer shall be responsible for managing the Chapter's finances and shall handle Chapter funds in accordance with procedures established by the Board and these by laws. The Treasurer shall submit a quarterly 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 the Chapter's annual financial statement, and shall be responsible for any other financial reports and filings as required by other agencies, especially the State of Oregon Corporation Division. The Treasurer, President, and one other board member, as established by board resolution, shall have signatory authority over the bank accounts established in the name of the Chapter and shall be authorized to make disbursements in the name of the Chapter. The Board appoints the Treasurer for a three-year term.

E. Past President

The duties of Past President are to provide continuity to the Chapter. This shall consist of advising current Officers and serving as representative of the Chapter or other duties, as assigned by the Chapter President.

F. Board Members

At Large Board Members will participate in standing committees as 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, Special Purpose Committees, and/or Virtual Teams as necessary to support Chapter activities. The President, with approval by the Board, shall establish the duties and membership of such committees and teams as appropriate to support Chapter's needs.

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 year at a time and place determined by the Board. The President may call special meetings of the Board. The meeting shall be held at a time and place 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 one more than one-half (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, Chapter 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 Chapter funds are retained in a Chapter account at a reputable commercial bank to fully pay anticipated annual costs of Chapter operations. To this end, the Chapter President, in consultation with the Chapter Treasurer, Past President and Chapter Financial Committee if so formed, shall prepare and present to the Board, a Chapter financial plan and annual budget for the new year by the first meeting of the last quarter of the current year. The annual Chapter budget shall project anticipated summary expenses and estimated revenues arising from chapter activities during the following calendar year. The Chapter 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, the Chapter 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 Chapter revenues meet annual Chapter expenses and obligations, and that retained earnings do not exceed allowable limits as set forth in applicable IRS regulations.

SECTION 8. DISBURSEMENT OF CHAPTER FUNDS

No disbursement of Chapter Funds over One Thousand Dollars (\$1,000.00) may be made without two authorized signatures.

Provided that the Board authorizes attendance at the national URISA Conference as part of adoption of the Annual Budget, the Chapter will reimburse 100% of round-trip coach airfare, lodging, and ground transportation costs (e.g., airport shuttle, airport parking, and ground transportation to and from airport to meeting facility). Forty-five day advance ticketing should always be utilized.

If the President or President-elect opts to drive to the meeting as a cost-savings measure, then URISA will reimburse for mileage at the IRS business-expense rate. The amount of reimbursement shall not exceed the cost of the cheapest airline ticket

available for the same trip.

Airline ticket stubs and receipts for all on-site travel related expenses must accompany the request for expense reimbursement.

The Chapter encourages Officers and Directors that are traveling on URISA expense to obtain a Per Diem reimbursement from their current employer. If the employer is unable or unwilling to provide Per Diem, then the Chapter will provide Per Diem at the rate established by the IRS for the destination.

Chapter Board and Officer travel reimbursement requests and receipts must be submitted within one month after the last day of the meeting in order to be eligible for reimbursement. This requirement is firm.

SECTION 9. FINANCIAL REPORT

Financial statements reporting the true and correct financial condition of the Chapter shall be prepared and signed by the Chapter Treasurer at least once annually and once semi-annually and shall be presented to the board for review. Upon review, the board shall examine the status of Chapter funds, expenses and obligations and upon accepting the report, shall direct the Chapter President to countersign the said financial statement and enter it into the Chapter's permanent record. The treasurer shall present the approved annual financial report to the full membership during each annual membership meeting. A Chapter financial statement shall be released to any Chapter Member in good standing upon request.

SECTION 10. SELECTION OF OFFICERS AND 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 Chapter member in good standing may volunteer to serve a remaining balance of an annual term on the Board. Any member, who volunteers service to the Chapter as a potential board member, will be interviewed by the nominating committee and 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 the chapter 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:

The Chapter Members, at the Chapter's annual meeting shall elect the Board and every other year, the President Elect. All members of the Board and the President Elect so elected shall be nominated to a slate of nominees by a Nominating Committee prior to the Annual Meeting. The President shall appoint

the Nominating Committee. Additional nominations may be made from the floor when the slate is presented to the membership for approval. Nominees for board members and President Elect shall be Chapter members in good standing and shall reside and or work within the defined geographic service area of the Chapter. Nominees entered on the slate shall then be elected to office by a majority vote of the membership.

- C. The Treasurer and Secretary shall be appointed by the board, following election of the board for its term, beginning on the date of the annual meeting.
- D. At large board members are to serve for two years, with two rotating each year.

SECTION 11. TENURE OF OFFICERS AND BOARD MEMBERS

Board members and officers serve a two-year term, except the Treasurer and Secretary, who both serve three-year appointments. 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 compensation; except that nominal expenses, incurred on behalf of authorized Chapter 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 President Elect 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 Section 5 above.

SECTION 14. REMOVAL

Any Chapter 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 chapter funds; 3) violated Chapter Bylaws; or 4) otherwise performed in a manner which was unethical and seriously detrimental to the Chapter's purpose or activities. Removal of any officer or Board Member shall require a two-thirds (2/3) vote of all remaining Board members.

ARTICLE IV. CHAPTER MEETINGS

SECTION 1. MEETINGS

At least one meeting each year shall be designated as the Annual Business Meeting of the Chapter. Special membership meetings of the Chapter 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 Chapter members in good standing.

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

SECTION 2. NOTICE OF MEETINGS

Written, website posting, 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 the Chapter 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 any Chapter meeting shall consist of three (3) Board members and/or six (6) other individual members.

SECTION 5. VOTING

At all general membership meetings of the Chapter, all members in good standing shall have one (1) vote. Not all Chapter meetings require voting on Chapter 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.

SECTION 6. AMENDMENTS

The Bylaws of the Chapter may be altered, amended, or repealed and new Bylaws may be adopted after the adoption of the original Bylaws by the affirmative vote of a majority of the Board of Directors present at any duly and regularly called and held regular or special meeting of the members.