



# **Oregon and SW Washington Chapter of URISA (ORURISA)**

## **Bylaws**

**November  
2021**

# **ARTICLE I. CHAPTER ORGANIZATION**

## **SECTION 1. NAME**

The name of this organization is the Oregon and 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 includes the County boundaries of Clark, Cowlitz, Pacific, and Wahkiakum of Washington.

## **SECTION 3. PURPOSE**

The Chapter is organized as an IRS 501(c)(3), not for profit, statewide professional association of the nationally recognized Urban and Regional Information Systems Association (URISA). The Employer Identification Number is 93-1244887.

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(c)(3) 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 only be represented as an 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 Chapter 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 member of URISA within the territory of the Chapter shall be assigned to the Chapter. Membership in URISA shall be a requirement for Chapter membership. Additional membership categories may be assigned to the Chapter by changes in URISA governing documents.

## **SECTION 2. CATEGORIES**

The categories of Chapter membership are defined in URISA governing documents.

## **SECTION 3. DURATION**

All members shall hold membership for a period of one year unless otherwise specified in these bylaws. The Chapter's membership year shall be from January 1 of one year through December 31 of the same year.

## **SECTION 4. DUES**

Dues shall be set by URISA in accordance with URISA membership categories and

governing documents. ORURISA may define additional dues for chapter membership.

## **SECTION 5. RIGHTS AND PRIVILEGES**

All dues-paying members shall have full voting and office-holding rights. Members shall be informed of the activities and progress of the Chapter through annual or more frequent reports, the Chapter website, email, and/or Chapter meetings.

## **SECTION 6. AFFILIATED GROUPS AND SPONSORS**

The Chapter may recognize and affiliate with other professional groups and sponsors that share and/or support the same fundamental purpose and goals of the Chapter. Status as an affiliated group or sponsor is subject to formal approval by the Chapter Board. Status as an affiliated group or sponsor can be revoked by Board action at any time. Such affiliated groups or sponsors 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. Membership in an affiliated group or sponsor does not confer a membership right in the Chapter without payment of Chapter dues and the fulfillment of other membership responsibilities as defined in these Articles.

## **SECTION 7. NON-TRANSFERABILITY**

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

# **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 Chapter Officers, 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, President Elect, Past President, 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 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. In the event of a vacancy in the office of the President Elect, the Board may extend the

term of the existing President and Past President until the President Elect position is filled through a special election; at a meeting of the membership in compliance with "Article IV. Chapter Meetings" and as otherwise specified in Section 5. 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.

### Amendments

<b>Version</b>	<b>Date</b>	<b>Comment</b>	<b>Who</b>
0.1	October 2011	Adopted by Board	Board
0.1	June 2018	Language added to Article III Section 13. Vacancy. Approved by Board	Theresa Burcsu, Comm. Director
0.1.1	December 2018	Revisions made to reduce confusion about dues.	Theresa with Rich, Dean, John B.
1.0	February 2019	Revisions finalized and approved by Board	Board

## **ARTICLE V. CHAPTER DISSOLUTION**

Upon the dissolution of the Chapter, assets shall be first distributed to URISA, if still existent, or to one or more organizations formed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 VI. CHAPTER DEVELOPMENT AND RELATIONS  
COMMITTEE REPRESENTATIVE**

The chapter president shall appoint, with the approval of the chapter board, a representative to the URISA Chapter Relations and Development Committee (CDRC) for a term of 2 (two) Years. The CDRC representative shall be a member in good standing of both URISA and the chapter they represent during their term.