

URISA Texas Chapter  
(URISA TEXAS)

BYLAWS

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# REVISION HISTORY

Date	Version	Description	Submitted By
11-17-15	V1		Brian King
12-5-18	V2	2018 Bylaws Overhaul	Chris Akin, Olesya Powers, Patrick Young

# **ARTICLE I. CHAPTER ORGANIZATION**

## **Section 1.01 NAME**

The name of this organization is the URISA Texas Chapter (hereinafter referred to as "the Chapter") and is a duly recognized chapter of the Urban and Regional Information Systems Association (hereinafter referred to as "URISA International").

The Chapter is a statewide, non-profit professional association organized exclusively for purposes subsequent to section 501(c)3 of the Internal Revenue Code.

## **Section 1.02 SERVICE AREA**

The geographic service area of the Chapter is the State of Texas. The Chapter does not limit membership to the confines of the State of Texas, and in particular, welcomes joint membership and participation with other URISA International chapters and chapter members of other states. The Chapter also encourages participation of those in related disciplines such as Information Technology, photogrammetry, surveying, science and engineering, or web technologies.

## **Section 1.03 PURPOSE**

The Chapter is organized for the purpose of recognizing, supporting, and encouraging career growth by providing opportunities for education, technical and professional development, communication, and service to its members and others in the field of geospatial information technology.

Further, the Chapter is dedicated to the support of URISA International's mission, vision, strategic objectives, and in support of URISA International membership.

## **Section 1.04 ETHICAL PRACTICE**

The Chapter supports and promotes the GIS Code of Ethics as adopted by the Geographic Information Systems Certification Institute (GISCI) and endorsed by the URISA International Board of Directors.

## **Section 1.05 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 1.06 POLITICAL ENGAGEMENT**

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

- A. The Chapter shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or against any candidate for public office or voter initiative or proposition.
- B. The Chapter may also provide testimony and/or participate in limited lobbying to influence legislation, but shall not expend a substantial part of its budget in these matters.
- C. Unless explicitly authorized by the Chapter, members who participate in lobbying or public policy debate activities shall be deemed to represent their own professional views. 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 of Directors.

### **Section 1.07 CHAPTER ALLEGIANCE**

The Chapter is duly chartered through the Affiliation Agreement with URISA. As duly chartered, the Chapter adheres to URISA Governing Documents, as they apply to chapters, at the risk of the loss of its charter. URISA Bylaws supersede Chapter Bylaws. Use of the URISA name and logo by the Chapter must comply with URISA guidelines.

### **Section 1.08 VOTING**

- A. At all votes exclusive to Directors, all Directors in good standing and not otherwise restricted by their membership classification, shall have one (1) vote. Unless otherwise specifically provided by these Bylaws, an absolute majority vote of the Directors present and voting shall govern. Board of Director's Treasurer's reports and meeting minutes only require a simple majority vote.
- B. At all votes exclusive to Officers, all Officers in good standing and not otherwise restricted by their membership classification, shall have one (1) vote. Unless otherwise specifically provided by these Bylaws, a simple majority vote of the Officers present and voting shall govern.
- C. At all votes including the Chapter membership, all members in good standing and not otherwise restricted by their membership classification, shall have one (1) vote. Unless otherwise specifically provided by these Bylaws, a simple majority vote of the members present and voting shall govern.
- D. Voting may be held by in-person meetings, telephone calls, email, or other electronic arrangement.

### **Section 1.09 POLICIES**

The Chapter may maintain a set of policies and procedures to support and extend these Bylaws. In the case of a conflict, Chapter Bylaws supersede Chapter Policies.

### **Section 1.10 RULES OF ORDER**

The current edition of Robert's Rules of Order governs this Chapter in all Board, Officer, and Chapter Meetings unless otherwise specified in the Bylaws or Chapter Policies.

## **ARTICLE II. MEMBERSHIP**

### **Section 2.01 ELIGIBILITY**

Upon the implementation of the URISA International Unified Membership model:

1. Any member of URISA International within the territory of the Chapter shall be assigned to the Chapter.
2. Membership in URISA International shall be a requirement for Chapter membership.
3. Additional membership categories may be assigned to the Chapter by changes in URISA International Governing Documents.

Any individual with an interest in alignment with Chapter's Purpose and is a member in good standing.

### **Section 2.02 MEMBER IN GOOD STANDING**

A member in good standing is considered to be individual who:

1. Is current on Chapter dues if applicable,
2. Maintains current contact information with the Chapter, and
3. Is a member of URISA International if required by URISA International Governing Documents.

### **Section 2.03 CATEGORIES, DUES, AND BENEFITS**

The Chapter may institute Membership Levels as defined by Chapter policies and/or URISA International policies and regulations. Such policies will include details pertaining to membership dues and benefits.

Upon the implementation of the URISA International Unified Membership model:

1. Chapter membership categories are defined by URISA Bylaws.
2. The Board may establish additional Chapter dues for each defined membership category in addition to the defined URISA International dues. Any change in Chapter dues shall be submitted to the URISA International Board of Directors for consideration and approval.

### **Section 2.04 DURATION**

A membership term shall be for one calendar year, beginning January 1 through December 31. Activation of membership may begin at any time during this period.

### **Section 2.05 RIGHTS AND PRIVILEGES**

- A. Members in good standing shall have all the rights and privileges of membership including the right to vote, serve on committees, and hold elected or appointed positions, unless otherwise restricted.

- B. All current members shall be informed of the activities and progress of the Chapter through reports, newsletters, Chapter Meetings, and Chapter website.
- C. Current members shall be entitled to equal access to participate in and attend any general member meetings, including the Annual Chapter Meeting subject to space limitations.

### **Section 2.06 SUSPENSION AND REMOVAL**

Any member may have his/her membership rights and privileges suspended and/or removed by a simple majority vote of the Board in the following situations:

- A. A member makes use of his/her affiliation with URISA International or the Chapter in a manner considered improper as per the Ethics portion of the existing Bylaws.
- B. A member acts in a manner unbecoming the profession at a Chapter-affiliated function.
- C. A member acts in any other manner deemed inappropriate by the Board.
- D. Nonpayment of member dues if applicable if not paid within three (3) months following the due date.

### **Section 2.07 RESIGNATION**

A member may resign at any time by submitting a notice of resignation to the Chapter Secretary. All paid dues and fees are forfeited by the member upon resignation.

## **ARTICLE III. CHAPTER LEADERSHIP**

### **Section 3.01 COMPOSITION**

The Chapter Leadership shall be comprised of two levels of leadership: the Board of Directors and Chapter Officers.

### **Section 3.02 BOARD OF DIRECTORS**

The Board of Directors (hereinafter referred to as “the Board” collectively and “Director” individually) shall be the principal governing body of the Chapter and shall provide a strategic vision for the Chapter.

- A. The Board shall be composed of an Executive Committee and up to four (4) Directors-At-Large.
- B. The Board shall have the authority, by simple majority vote, to take such actions as are necessary in order to conduct the Chapter’s affairs in accordance with these bylaws.
- C. All Directors must be a URISA International member and remain in good standing for the duration of their tenure.

### **Section 3.03 DIRECTOR RESPONSIBILITIES**

Each Director is individually responsible for discharging the duties of their position as outlined in these Bylaws. In addition to other responsibilities established in these articles, duties of Directors shall be as follows:

**A. Chairman** - The Chairman shall preside at all Board Meetings. The Chairman shall serve as an ex-officio member of all committees unless otherwise stated in these Bylaws. The Chairman shall, in collaboration with the President, and with the advice of the Board and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board of Directors. The Chairman shall represent and advocate on behalf of the Chapter to the URISA International Board of Directors.

The Chairman shall serve at least one year as Past Chairman or another Executive Committee position immediately following the completion of the Chairman term.

**B. Vice Chairman** - The Vice Chairman shall fulfill the duties of Chairman when the Chairman is unavailable or unwilling to do so and shall serve as the Chair of the Selection Committee. The Vice Chairman shall ensure compliance with all URISA International documentation and policies, such as annual chapter reports, Chapter of the Year application, annual fee payments, and adherence to URISA International membership requirements. Together with the Treasurer, the Vice Chairman is responsible for filing the State and Federal Tax Returns, and any other reports and filings as required by law or by another agency.

**C. Past Chairman** - The Past Chairman serves on the Board to provide continuity and guidance for the Board.

**D. Board Secretary** - The Board Secretary shall schedule and coordinate all Board Meetings. Board Secretary shall document all Board Meeting minutes and make privately available to Directors. The Board Secretary is an ex-officio member of the Communications Committee. The Board Secretary shall document and make available all Chapter Policies. The Board Secretary will update the Registered Agent with the Secretary of State if a new registered agent is chosen by the Board.

**E. Treasurer** - The Treasurer shall be responsible for budgeting, tracking, and managing the Chapter finances and shall handle the Chapter funds. Responsibilities of the Treasurer shall be to collect all moneys due to the Chapter and pay all bills and fees in a timely manner. A formal report of all accounts regarding the Chapter shall be submitted for approval at each Board Meeting. The Treasurer is responsible for drafting and ensuring the annual budget is finalized via Board vote by December 1st each year for the following year. Treasurer shall prepare an annual Chapter financial report. The Treasurer shall be responsible for the verification and filing of state and federal taxes and updating names, addresses, and signatories for all banking, IRS filings, and all other financial institutions.

**F. Directors-At-Large** - Directors-At-Large are committed to the success of the Chapter and are responsible for supporting the Chapter's Board, Officers, and Committees as needed. Directors-At-Large shall serve on at least one Committee.

### **Section 3.04 CHAPTER OFFICERS**

Chapter Officers (hereinafter referred to as "Officers") shall be appointed by the Board and be responsible for managing the affairs of the Chapter in alignment with the Chapter's mission and vision as determined by the Board. All Officers must remain in good standing with the Chapter for the duration of their tenure.

The Officers shall be composed of a President, Vice President, Secretary, Communications Coordinator, Events Coordinator, Outreach Coordinator, and up to six (6) Associate Officers.

Officers are expected to attend Chapter Meetings and contribute to the coordination and execution of Chapter events and initiatives.

#### **A. President**

The President is responsible for executing the Board's vision by overseeing the ongoing operations of the Chapter's Officers and committees. The President shall be the official spokesperson to Chapter members and shall preside at all Officer and Chapter Meetings. The President may make and sign contracts and agreements in the name of the Chapter and in accordance with guidelines and policies set forth by the Board.

The President and Board Chairman positions may be filled by the same person.

#### **B. Vice President**

The Vice President serves as President for Officer and member meetings when the President is otherwise unavailable. The Vice President may represent the Chapter at non-Chapter functions. The Vice President works with the Committees toward achieving current Chapter goals and provides input to the Board regarding Chapter goals for the following year. The Vice President is responsible for executing the Board's vision by coordinating the Chapter volunteer program.

The Vice President and Board Vice Chairman positions may be filled by the same person.

#### **C. Chapter Secretary**

The Chapter Secretary shall schedule and coordinate all Officer and member meetings. The Chapter Secretary document such meeting minutes and make available to Chapter members. The Chapter Secretary shall document and make available all Chapter Standard Operating Procedures. The Chapter Secretary is an ex-officio member of the Communications Committee.

The Chapter Secretary and Board Secretary positions may be filled by the same person.

#### **D. Communications Coordinator**

The Communications Coordinator is an ex-officio member of and chairs the Communications Committee and shall oversee the execution of its objectives.

#### **E. Events Coordinator**

The Events Coordinator is an ex-officio member of and chairs the Events Committee and shall oversee the execution of its objectives.

#### **F. Outreach Coordinator**

The Outreach Coordinator is an ex-officio member of and chairs the Outreach Committee and shall oversee the execution of its objectives.

#### **G. Associate Officers**

Associate Officers are committed to the success of the Chapter and are responsible for supporting the Chapter's general operations and initiatives. Associate Officers are encouraged to join committees, participate in Chapter events, and contribute to discussions during Officer and member meetings.

### **Section 3.05 SELECTION PROCESS**

All Directors are elected by Chapter members during an annual election. Officers are appointed by the Directors within two (2) months of announcement of new Directors following the annual election.

Board members may be selected for office by election, by succession in the case of vacancy, by interim appointment, or by appointment of the Board in the manner prescribed below.

#### **A. Qualifications**

1. Candidates for Director positions must be Chapter members who have previously served one (1) year as a Director, Officer, or active committee member within the Chapter.
2. Candidates for Officer positions must be Chapter members who have previously served six (6) months as a Director, Officer, active committee member, or active volunteer within the Chapter.
3. No member shall hold more than one (1) Director position during a term, and no member shall hold more than one (1) Officer position during a term.

#### **B. General Election:**

1. The Selection Committee shall solicit nominations for Board and Officer positions, compile a slate of qualified candidates, and coordinate annual elections and appointments.
2. The Director and Officer selection process shall follow the following timeline:
  - i. First Monday of October- Call to members for nominations opens

- ii. Fourth Monday of October - Call to members for nominations closes and vetting of candidates concludes
  - iii. First Monday of November - Director election open to member.
  - iv. Second Monday of November - Director election closes to members.
  - v. Third Monday of November - New Directors announced.
  - vi. Third Monday of January - New Officers shall be finalized, if not sooner.
3. If there are no nominations received and accepted for a Board position prior to the nomination submittal cut-off date, the position shall be considered vacant.
  4. Director nominees shall be elected by a vote of the Chapter members. In the event of a tie for any office, the current Board shall decide by a Board vote.
  5. Officer nominees shall be selected by a vote of the Directors.

### **C. Vacancy of Director and Officer Positions**

1. In the event of a vacancy of the Board Chairman, other than expiration of tenure, the Vice Chairman shall automatically succeed to Chairman.
2. In the event of a vacancy of the President, other than expiration of tenure, the Vice President shall automatically succeed to President.
3. In the event of a vacancy of any other Officer or Director position, the Chairman may make an interim appointment to fulfill the remaining duties throughout the remaining term. The interim appointment must be reappointed or re-elected the following term year in order to continue in the designated duties.

## **Section 3.06 TENURE**

- A. All Directors and Officers serve a one (1) year term except for the Board Treasurer who serves a two (2) year term.
- B. The Past Chairman shall serve the Board the year immediately after fulfilling his/her elected Chairman term unless the exiting Chairman assumes a Director position excluding Chairman or a Director-At-Large. In the event the newly elected Chairman is the incumbent, the incumbent Past Chairman may remain the Past Chairman until a new exiting Chairman assumes the role of Past Chairman. The Past Chairman role may become vacant if the existing Past Chairman does not fill a consecutive term or the exiting Chairman fills another Director role.
- C. Officers and Directors are allowed to serve up to four (4) consecutive years in the same position except for the Immediate Past Chair and Associate Officers who do not have a limit on consecutive terms.
- D. Officers and Board Members shall assume office in the year immediately following the selection with all terms beginning on January 1 and ending on December 31.

E. Fulfilling an interim appointment does not count against a term limit.

### **Section 3.07 COMPENSATION**

Chapter Leadership shall serve without compensation; that nominal expenses, incurred on behalf of authorized Chapter activities, may be reimbursed at cost.

### **Section 3.08 CONFLICT RESOLUTION AND REMOVAL**

The Board shall address the concerns of any member regarding the Chapter's leadership through a Conflict Resolution Process. The Conflict Resolution Process shall result in removal or no corrective action.

A. The Conflict Resolution Process may be initiated by the Board for any Chapter Director, Officer, Committee Member, or volunteer if the member is reported to have:

1. Been neglectful of duty as defined in these Bylaws;
2. Lack of attendance or participation in half of the meetings relevant to that member's role;
3. Misappropriated Chapter funds;
4. Violated Chapter Bylaws; or
5. Otherwise performed in a manner which was unethical or detrimental to the Chapter's purpose or activities.

B. A Chapter Director, Officer, Committee Member, or volunteer may be suspended from his/her position and duties to allow for further investigation in situations such as those involving financial matters until such time as the Conflict Resolution Process is complete.

C. A Conflict Resolution Vote shall require a two-thirds (2/3) vote of all Directors.

D. The Conflict Resolution Process involving a Director, Officer, Committee, or volunteer position is overseen by the Chairman. If the member in question is the Chairman, the Vice Chairman oversees the process.

E. The Conflict Resolution Process shall adhere to the following order:

1. Any issues identified in Section 3.08 A shall be brought to the immediate attention of the Chairman.
2. The issue at hand may be discussed amongst the Directors prior to addressing the member in question or at any point within the process. The Chairman may include any Chapter member in these discussions who are deemed relevant to understanding the situation.

3. The Chairman shall initiate a discussion with the member in question addressing the issue.
4. The Chairman shall bring the issue to the entire Board at a regularly scheduled or ad-hoc Board Meeting.
5. The member in question shall be able to address the Board at any Board Meeting in which this issue is being discussed.
6. The Board shall make a motion to vote on the member's status of his/her elected, appointed, or volunteer position. This motion shall occur no later than the next regularly scheduled Board Meeting, and the subsequent vote shall result in removal, suspension, or no corrective action.
7. When the Board vote results in a suspension, the suspension shall be ended during a subsequent Board Meeting with another Board vote resulting in removal or no corrective action.

### **Section 3.09 RESIGNATION**

A Chapter Leader may resign from his/her position at any time by submitting a notice of resignation to the Board Secretary.

## **ARTICLE IV. CHAPTER OPERATIONS**

### **Section 4.01 COMMITTEES**

The Chapter may form Committees to support the ongoing operations of the Chapter, which may be initiated by either the Board or the Officers.

**A.** Standing Committees continue in perpetuity and include:

**1. Executive Committee**

The Executive Committee shall be composed of the Chairman, Vice Chairman, Past Chairman, Board Secretary, and Treasurer.

**2. Communications Committee**

The Communications Committee shall design and implement an effective outreach and marketing strategy for the Chapter activities and shall coordinate all Chapter correspondence through email, social media, the Chapter's website, or any other medium deemed appropriate.

**3. Events Committee**

The Events Committee shall oversee the planning, administration, and production of the Chapter's educational and networking events.

**4. Outreach Committee**

The Outreach Committee shall cultivate strategic partnerships through community outreach activities. This Committee shall develop and maintain relationships with businesses, GIS professionals, schools, and other organizations interested in supporting the Chapter's general operations and initiatives. The Outreach Committee shall be responsible for growing Chapter membership, facilitating corporate sponsorships, ensuring involvement with educational institutions, and fostering collaboration efforts with other GIS organizations.

#### **5. Selection Committee**

The Selection Committee shall be comprised of the Board Chairman, Vice Chairman, and Past Chairman and shall oversee the Selection Process as defined in Section 3.05.

- B.** Special Purpose Committees may be formed temporarily to address specific topics and may be chaired by any Chapter member.

### **Section 4.02 BOARD MEETINGS**

- A.** The Board shall convene at least once per quarter at a time and place determined by the Board. The Chairman may also call ad-hoc Board Meetings.
- B.** The Board may hold meetings in-person, by telephone, or by other electronic arrangement.
- C.** Board Meeting agendas shall be provided prior to the Board Meeting and shall state the time, place, and purpose of the meeting.
- D.** A quorum of the Board shall be considered to be one more person than one-half (50%) of the current Board.

### **Section 4.03 OFFICER MEETINGS**

- A.** The Officers shall convene at least once per month at a time and place determined by the Officers. The President may also call ad-hoc Officer Meetings
- B.** The Officers may hold meetings in-person, by telephone, or by other electronic arrangement.
- C.** Officer Meeting agendas shall be provided to each Officer prior to the Officer Meeting and shall state the time, place, and purpose of the meeting.
- D.** A quorum of the Officers shall be considered to be one more person than one-half (50%) of the current Officers.
- E.** All Officer Meetings are open to Chapter Members in good standing.

### **Section 4.04 CHAPTER MEETINGS**

- A. At least one annual meeting of the Officers shall be designated as the Annual Chapter Meeting and shall be open to Chapter members.
- B. Additional Chapter Meetings may be called by the Chairman, President, or the majority of either the Directors or Officers.
- C. A quorum of the Chapter Members shall be considered to be ten (10) or ten percent (10%), whichever is greater, of the members in good standing.

#### **Section 4.05 RECORD KEEPING**

- A. It shall be the responsibility of Chapter Leadership to keep and maintain a record of meeting minutes, resolutions, Chapter correspondence to Members, financial statements, and other business records as may from time to time be required by other agencies.
- B. Officer Meeting minutes shall be made publicly available. Board Meeting minutes shall be made available to Chapter Members upon request by Chapter Members.
- C. All records required by state, local, and federal institutions shall be maintained and reported as required by the governing entities.

#### **Section 4.06 FINANCIAL STEWARDSHIP**

- A. The Chapter's fiscal year shall be from January 1 through December 31. Chapter financial records and reports shall be based on the fiscal year.
- B. The Board shall ensure that sufficient Chapter funds are retained in a Chapter account at a commercial bank to fully pay anticipated annual costs of Chapter operations. The Chapter Treasurer shall prepare a Chapter annual budget for the next fiscal year.
- C. The Chapter Treasurer shall prepare a Chapter financial report of the previous fiscal year within 1 month of the start of following fiscal year.

#### **Section 4.07 SIGNATORY AUTHORITY**

The Chairman, Vice Chairman, and Treasurer shall have signatory authority over the bank accounts established in the name of the Chapter, shall be authorized to make disbursements in the name of the Chapter, and shall sign in the matter of contracts, conveyances, and other instruments in writing that may be required or authorized by the Board for Chapter business.

#### **Section 4.08 DISBURSEMENT OF CHAPTER FUNDS**

No disbursement of Chapter funds over five hundred dollars (\$500.00) may be made without prior approval by at least two Directors. A record of the approval must be submitted to the Treasurer.

#### **Section 4.09 NOTICE OF MEETINGS**

Meeting attendees shall be notified via electronic means of the date, time, purpose, and means of access and/or location of meetings.

#### **Section 4.10 AMENDMENTS**

- A.** These Bylaws may be amended or replaced by a two-thirds (2/3) majority vote of the Board with subsequent approval by the URISA International Board of Directors.
- B.** Chapter Policies may be amended or repealed by a simple majority vote by the Chapter Board of Directors or an absolute majority vote of the Officers with subsequent simple majority approval by the Chapter Board of Directors.

#### **Section 4.11 CHAPTER DISSOLUTION**

- A.** The Chapter may be dissolved by a two-thirds (2/3) vote of Chapter Members in good standing present at an ad-hoc Chapter Meeting called for the purpose of dissolution by the Board of Directors.
- B.** Upon the dissolution of the Chapter, assets shall be first distributed to URISA, if still existent, or more one or more 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.
- C.** The dispersion method(s) and recipient(s) of Chapter assets shall be determined via a Board of Directors vote prior to a dissolution vote.