

Texas State Chapter of URISA
(URISA TEXAS)

BYLAWS

Adopted November 17, 2015

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ARTICLE I. CHAPTER ORGANIZATION

Section 1.01 NAME

The name of this organization is the URISA Texas (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").

The Chapter is a state-wide, non-profit professional association organized exclusively for purposes subsequent to section 501(c) 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 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

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

Section 1.04 OBJECTIVES

The Chapter recognizes a need to stimulate, encourage and otherwise provide for the advancement of an interdisciplinary approach to planning, designing and operating geospatial information systems. The Chapter will strive to provide an objective educational forum that will foster the exchange of ideas, promote professional interaction, stimulate research, encourage publication, and generally aid the advancement of its members and other organizations having related objectives. 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. And, through these opportunities, assist in 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 in members' search to advance geospatial knowledge through post graduate research, publication, and other opportunities for professional growth and advancement.

Section 1.05 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 Board of Directors. Chapter members are encouraged to become a certified GIS Professional (GISP) by qualifying for the GISP credential.

Section 1.06 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 1.07 POLITICAL ACTIVITY, LOBBYING, PUBLIC POLICY DEBATE

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 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.
- B. 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.
- C. 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.

Section 1.08 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. Use of the URISA name and logo by the Chapter must comply with URISA guidelines.

ARTICLE II. MEMBERSHIP

Section 2.01 ELIGIBILITY

Any responsible individual with an interest in the field of geospatial and information systems technology that agrees with the international mission of URISA, and approves of National and Chapter URISA objectives and Chapter Bylaws shall be eligible for membership in the Chapter.

Section 2.02 MEMBER IN GOOD STANDING

A "member in good standing" is considered to be individual who 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 but shall as a minimum be defined as participation in monthly or annual Chapter events and timely submittal of annual Chapter membership dues.

Section 2.03 MEMBERSHIP CATEGORIES

The categories of Chapter membership are Individual and Student, defined as follows:

- A. Individual** - Any person, regardless of state of residence, who meets the Chapter's member eligibility requirements, may become an individual member of the Chapter upon payment of member dues.
- B. Student** – Any person, verified to be enrolled in a post-secondary education program who is carrying at least one-half of a full-time academic load and meets the Chapter's member eligibility requirements may become a student member of the Chapter upon payment of student dues.

Section 2.04 DURATION

All members shall hold membership for a period of one calendar year, beginning January 1 through December 31 , unless otherwise specified in these Bylaws or defined by Chapter policy and procedures. Activation of membership may begin at any time during this period.

Section 2.05 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 2.06 RIGHTS AND PRIVILEGES

- A.** Individual and Student members in good standing shall have all the rights and privileges of membership including the right to vote, serve on committees, and hold Board Member 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 meeting or activity conducted by the Chapter, subject to space limitations. Admittance to certain Chapter events may require registration or other fees.

Section 2.07 GEOGRAPHIC SECTIONS

The Board of Directors is authorized to establish geographic subsections in order to more effectively carry out and administer the objectives of the Chapter within its total area of service.

Section 2.08 MEMBERSHIP SUSPENSION / REMOVAL

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

- A.** A member makes use of his/her affiliation with URISA or the URISA Texas Chapter in a manner considered improper as per the Ethics portion of the existing Bylaws.
- B.** A member conducts themselves in a manner unbecoming the profession at a URISA Texas affiliated function.

Section 2.09 RESIGNATION

Any member may resign at any time by submitting a notice of resignation to the Chapter Secretary. Membership is also terminated upon the nonpayment of the annual dues established by the Board if not paid within three (3) months of the due date.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01 COMPOSITION AND RESPONSIBILITIES

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.

- A.** The Board shall be composed of at least four (4) officers, the Past-President, and Members-at-Large as described below, but in no case shall exceed 11 members.
- B.** Each Board member is individually responsible for discharging the duties of their position as outlined in these Bylaws.

Section 3.02 CHAPTER OFFICERS

Officers of the Chapter shall consist of four positions: President, Vice President, Secretary, and Treasurer. These Officers shall be Chapter and URISA members in good standing and reside within Texas for the duration of their terms. In addition to other responsibilities established in these articles, duties of Chapter Officers shall be as follows:

A. President

The President shall be elected by the Chapter Membership under the process defined in the existing Bylaws. 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. Further duties include appointment of chairs of all committees with the ratification of the Board. The President may make and 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. Together with the Treasurer, the Chapter president is responsible for filing the Annual Chapter Report to URISA State or National Tax Returns and any other reports and filings as required by law or by another agency.

B. Vice President

The Vice-President shall be elected by the Chapter Membership under the process defined in the existing Bylaws. The Vice President serves as President for the Board and Chapter meetings when the President is otherwise unavailable. The Vice President shall assist the President and Treasurer in developing the Annual Chapter Report to URISA National and may represent the Chapter at non-Chapter functions.

C. Secretary

The Secretary shall be elected by the Chapter Membership under the process defined in the existing Bylaws. 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. The Secretary shall also be responsible for maintaining the official record of attendance and participation at all Chapter events. The Secretary shall also maintain the official Chapter calendar and coordinate Chapter events with local/regional events. These documents shall be archived on the Chapter website and made available to the membership.

D. Treasurer

The Treasurer shall be appointed to a two (2) year term by the Board during the first Board Meeting following the Annual Business Meeting. 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 Bylaws. The Treasurer shall submit a quarterly financial report to the Board. 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. 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.

Section 3.03 OTHER BOARD MEMBERS

A. Past President

The Past President shall serve the Board the year immediately after fulfilling his or her elected Presidential term. In the event the newly elected President is the incumbent, the incumbent Past President shall remain the Past President until a different President is elected. The duties of Past President are to provide continuity to the Chapter and shall consist of advising current Officers, administering the annual Board election, serving as a representative of the Chapter, and other duties as assigned by the Chapter President. The Past-President shall have the same powers as Board Members-at-Large.

B. Members-at-Large

Board Members-at-Large shall be elected by the Chapter Membership under the process defined in the existing Bylaws. Board Members will participate in standing committees and act as either a Lead or Member in such Committees. Members-at-Large are expected to attend Chapter Meetings and volunteer to assist in coordination of Chapter events throughout their term of office. Board members should include

persons from public, private and academic fields. They will have a vote on issues before the Board except as determined by the Board Officers.

Section 3.04 SELECTION

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. General Election:

- a. The President shall appoint a Nominating Committee from the general membership a minimum of ninety (90) days prior to the Annual Business Meeting. The Committee shall solicit nominations for Board positions and compile a slate of qualified candidates.
- a. The proposed slate of candidates shall then be presented to the general membership thirty (30) days in advance of the annual meeting and not less than sixty (60) days before the date on which Board terms become effective.
- b. If there are no nominations received and accepted for a Board position prior to the nomination submittal cut-off date, the Board will nominate a candidate.
- c. The Past President shall administer the election which shall remain open for voting by the membership a minimum of fourteen (14) days.
- d. Nominees entered on the slate shall then be elected to office by a majority vote of the membership. In the event of a tie for any office, the current Board shall decide the election by a 2/3 majority vote.
- e. Election results shall be announced to the membership at the Chapter's Annual Business Meeting and a list of the new Board of Directors for the term beginning January 1 shall be posted on the Chapter website.
- f. Upon taking office, the Board member-elect must be a Chapter member in good standing for his or her term of office. While it is recommended that a Board member-elect also be a URISA member, only a Board officer-elect is required to hold Chapter and URISA membership for his or her term of office.

B. Vacancy of President:

In the event of a vacancy in the office of the President, other than expiration of tenure, the Vice President shall automatically succeed to the Presidency.

C. Interim Appointment:

In the event of a vacancy for an elected position, other than that of President, occurring on the Chapter Board between Annual Business Meetings, the runner-up candidate from the most recent election shall be offered the open position. In the event the

runner-up declines, the Board shall appoint a new Board Member to the position. The new Board member shall take office immediately to serve the unexpired term of his or her predecessor.

Section 3.05 TENURE

- A.** The following Board Members serve a one (1) year term and may not serve more than four (4) consecutive one (1) year terms in the same Board position: President, Vice-President, Secretary.
- B.** The following Board appointed position shall not exceed two (2) consecutive two (2) year terms in the same Board position: Treasurer.
- C.** Members-at-Large serve a one (1) year term and may serve successive terms in these positions.
- D.** Officers and Board Members shall assume office in the year immediately following the election with all terms beginning on January 1 and ending on December 31.
- E.** Fulfilling a portion of a term not directly elected or appointed to does not count against a term limit.
- F.** No member shall hold more than one (1) elective office during a term.

Section 3.06 COMPENSATION

- A.** Officers and Board Members shall serve without compensation; except that nominal expenses, incurred on behalf of authorized Chapter activities, may be reimbursed at cost.
- B.** Chapter Officers are encouraged to attend the URISA annual conference. The Chapter Board may choose to defray the cost for any officer's participation in the conference, provided adequate funds are available for such purpose.

Section 3.07 REMOVAL

Any Chapter Officer, Board Member, or Committee Member 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:

- (a) Been neglectful of duty as defined in these Bylaws;
- (b) Misappropriated Chapter funds;
- (c) Violated Chapter Bylaws; or
- (d) 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. Removal of any Committee Member shall require a majority vote of the Board.

Section 3.08 STANDING AND SPECIAL 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 as appropriate to support Chapter needs. Standing Committees shall, at minimum, include the following:

A. Education

The Education Committee identifies, organizes, and implements educational events. This committee is also responsible for outreach to educational institutions and development of any annual GIS Day activities.

B. Membership

The Membership Committee reviews and recommends membership criteria and policy. It also maintains a current membership database.

C. Communications

The Communications Committee is responsible for the development, maintenance, and content of the URISA Texas website and shall acquire and implement related hardware or software as needed.

D. Finance

The Finance Committee develops and maintains a long-range financial plan, formulates and recommends an annual budget, and reviews and presents an annual audit. The committee is responsible for ongoing oversight of Chapter finances and budget.

Section 3.09 CHAPTER ADVISORY BOARD REPRESENTATIVE

The Board, by majority vote, shall appoint the URISA Texas Chapter Advisory Board (CAB) Representative from within the Chapter membership for a term of one year.

A. The CAB Representative of URISA Texas shall be a URISA International Member in Good Standing.

B. Any benefit that accompanies the CAB Chapter Representative position (i.e. complimentary URISA Conference Registration) may be assigned to any other member of the Chapter, based on a majority vote of the Board, in the case that the CAB Representative does not require these benefits.

- C. The CAB Representative shall attend, in person or virtually, the annual meeting of the Chapter Leadership Forum at the annual GISPro Conference, and other Chapter Leader's events and meetings.
- D. The CAB Representative shall represent the positions and interests of URISA Texas, as established by the Board, and make reports to the Board following each Conference meeting.
- E. Should the CAB Representative be unable to attend any meeting of the URISA Chapter Advisory Board, the Board shall appoint a substitute to attend meetings on behalf of URISA Texas.
- F. The CAB Representative may participate in Board meetings but shall have no vote.

Section 3.10 SPECIAL INTEREST GROUPS

Special Interest Groups (SIGs) may be formed around any subject category that may be considered appropriate by the Chapter membership. When possible, SIG designations should coincide with URISA International designations.

Section 3.11 BOARD MEETINGS

- A. 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.
- B. The Board shall convene at least once per quarter at a time and place determined by the Board. The President may also call special meetings of the Board.
- C. Notice shall be given to each Board member at least ten (10) days and not more than sixty (60) days prior to the meeting, and shall state the time, place, and purpose of the meeting.
- D. 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.
- E. A quorum of the Board shall be considered to be one more person than one/half (50%) of the current Board.
- F. All Board meetings are open to Chapter Members in good standing

Section 3.12 RECORD KEEPING

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 3.13 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.** It shall be the responsibility of the Board to ensure 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 and Chapter Financial Committee if so formed, shall prepare a Chapter financial plan and annual budget for the next fiscal year. This plan and budget shall be presented to the Board no later than the current year's Annual Business Meeting.
- C.** The full Board may modify the proposed plan and budget. The Board shall approve by majority vote a final Chapter financial plan and annual budget not later than the end of the last quarter of the current year.
- D.** 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 presented to the Board for review. The Board shall examine the status of Chapter funds, expenses and obligations and, upon accepting the report, the Chapter President shall countersign the financial statement and enter it into the Chapter's permanent record. The Treasurer shall present the approved year's annual financial report to the full membership at the first scheduled Chapter meeting in the new year.

Section 3.14 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 current elected Officers. A record of the approval must be submitted to the Treasurer and copied to the Secretary.

No part of the earnings of the Chapter shall inure to the benefit of any private individual; payments may be made only to provide reasonable compensation for services and to cover other costs that directly further the purposes of this organization.

ARTICLE IV. CHAPTER MEETINGS

Section 4.01 MEETINGS

The Chapter shall hold regular meetings at a time and place as determined by the Board. At least one meeting shall be designated as the Annual Business Meeting. Special meetings of the Chapter membership 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 members in good standing.

Section 4.02 NOTICE OF MEETINGS

Written, website posting, or oral notice stating the place (physical or virtual), 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 in good standing not less than ten (10) nor more than fifty (50) days before the date of the meeting.

Section 4.03 ANNUAL BUSINESS MEETING

An annual business meeting open to all members in good standing shall be held during the fourth quarter of each year at a date determined by the Board. In order to facilitate member participation, the meeting may be conducted using any electronic mechanism selected by the Board. The annual meeting shall be held for the purpose of announcing election results and transacting other such business that may properly be brought before the general membership.

Section 4.04 QUORUM

A quorum of any Chapter Meeting shall consist of three (3) Board Members and ten (10) or ten percent (10%), whichever is greater, of the members in good standing.

Section 4.05 VOTING

At all general membership meetings of the Chapter, all Individual and Student members in good standing shall have one (1) vote. Unless otherwise specifically provided by these Bylaws, a majority vote of the members present and voting shall govern.

Section 4.06 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 and a two-thirds (2/3) vote of the members in good standing.

Section 4.07 CHAPTER DISSOLUTION

URISA Texas may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the members in good standing. Upon dissolution or other termination of URISA Texas, all remaining assets after paying or making provision for the payment of all Chapter liabilities shall be distributed to such tax-exempt organizations having purposes similar to those of URISA Texas as shall be chosen by the URISA Texas Board of Directors.