

# WYOMING GEOSPATIAL ORGANIZATION

## CONSTITUTION AND BYLAWS

### WYOMING GEOSPATIAL ORGANIZATION CONSTITUTION

#### I. NAME AND OBJECT OF THE ORGANIZATION

The name of the organization shall be **Wyoming GeoSpatial Organization (WyGeo)**. The purpose of this organization is to engage all members of the geospatial community and foster a cooperative environment for the exchange of ideas, expertise, and technology to promote, support and enhance the use of geospatial information within the State of Wyoming.

#### II. QUALIFICATION OF MEMBERS

Qualified members will be accepted as participants of the organization subject to the conditions specified in the Bylaws Article titled Membership.

#### III. OFFICERS, ELECTION AND DUTIES

The organization shall hold periodic elections to select officers who shall be responsible for management of the organization. The responsibilities, duties, and expectations of elected officers shall be in accordance with the Geospatial Wyoming Bylaws.

#### IV. MEETINGS OF THE ORGANIZATION

Periodic meetings of the organization shall be held to conduct business, encourage membership and communication, and establish the overall objective of the organization. Meeting formats, times, and locations shall be conducted in accordance with Articles of the Wyoming GeoSpatial Organization Bylaws.

#### V. AMENDMENTS TO THE CONSTITUTION

This constitution may be amended by two-thirds majority vote of the total voting membership of the organization. The proposed amendment must be provided to all voting members no less than sixty days before the vote is to be made on the proposed amendment. The process for voting on constitutional amendments shall adhere to Wyoming GeoSpatial Organization Bylaws.

### WYOMING GEOSPATIAL ORGANIZATION BYLAWS

#### ARTICLE I. GOVERNANCE

The rules that govern the organization shall be informal and will be set by each incoming board of directors. The rules shall allow and promote discussion of any organization relevant topic. Any and all voting actions contained must be made with a formal motion and a second prior to any vote. Only Professional Members (see Article III) will be eligible to make a motion, second the motion, and/or vote on the item at hand. Additionally, if the board deems necessary, Parliamentary Procedure, as defined in Robert's Rules of Order, can be implemented in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of this organization to ensure all items set forth in the meeting agenda are addressed.

## ARTICLE II. PURPOSE

### MISSION

To engage all members of the geospatial community and foster a cooperative environment for the exchange of ideas, expertise, and technology to promote, support and enhance the use of geospatial information within the State of Wyoming.

### GOAL

Provide a forum for cooperation, coordination, education and the exchange of geospatial ideas, resources, technology, and data.

### OBJECTIVES

1. To act and operate as an information and facilitating organization to promote effective development, access, application, and cooperative use of high quality and meaningful geospatial information within the State of Wyoming among all interested agencies, institutions, companies, and individuals.
2. To promote cooperation and collaboration among all interested agencies, institutions, companies, and individuals in addressing geospatial data, needs, and services within the State of Wyoming.
3. To promote coordination of geospatial programs, policies, technologies, standards, and resources to optimize opportunities and minimize duplication of effort within the State of Wyoming.
4. To identify and inform mapping and geographic-data needs, priorities, and standards recommendations to the geospatial user community within the State of Wyoming.
5. To engage in any and all geospatial activities and pursuits, and to support or assist such other organizations as may reasonably be related to the foregoing and following purposes within the State of Wyoming.
6. To solicit and receive contributions, purchase, own, and sell real and personal property, to make contracts, and to engage in any activity to further the goals of the Wyoming GeoSpatial Organization. This may include such activities as publication of directories of geospatial information groups and products, and the organization and sponsorship of meetings, conferences, and educational workshops.

## ARTICLE III. MEMBERSHIP

### MEMBERSHIP TYPES

There shall be two types of membership in the organization, which shall be as follows:

- **Professional Member**
  - Professional members will pay dues and shall have full voting and office holding privileges in the organization. Professional membership shall be open to anyone interested in geospatial activities in Wyoming and who has paid the prescribed dues for the current calendar year.
- **Associate Member**
  - Associate Members do not pay dues and shall have no voting or office holding privileges in the organization. Associate Membership shall be open to any person interested in geospatial activities in Wyoming.

Annual dues shall be levied on the membership of the organization to support its functions and shall be altered in amount by the Board of Directors. Membership dues shall be twenty-five (25) dollars for one year of Professional Membership.

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#### DISCIPLINE AND EXPULSION OF MEMBERS

The Board of Directors may investigate the conduct and actions of any member of the organization alleged to be in violation of the purposes and goals of GIS Wyoming. A hearing shall be held in an open membership meeting and at the conclusion of such hearing the Board of Directors, by majority vote may censure or discipline the said member(s), or by the affirmative vote of two-thirds majority, may expel the subject member(s).

#### ARTICLE IV. BOARD OF DIRECTORS AND COMMITTEES

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##### BOARD OF DIRECTORS

The Board of Directors shall consist of nine (9) elected members. A simple majority of the board shall pass any motion. Each elected officer and director must have Professional Membership status; and shall serve a two-year term of office. Each officer can serve a maximum of two consecutive terms; after relinquishing a position for one full term, a former officer will be eligible for re-election to that same position; during which time he/she is eligible to run for a different office. Composition of the Board shall represent, as fair as possible, both a cross-section of the geospatial community and the several geographic regions of the State of Wyoming.

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##### EX OFFICIO

Ex officio members may be invited to join in a non-voting capacity at the discretion of the Board. Past board members may be invited to join the Board to provide their expertise and insight to augment the Board's management of the organization.

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##### RESPONSIBILITY OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible to carry out the business of the organization subject to the direction of the Professional membership. The Board of Directors shall also have to pass by majority vote any financial decisions that include a dollar amount in excess of \$500.00, and all transactions will be signed by the treasurer and at least one additional director. The board also has the right to engage an attorney or other counsel when deemed necessary and appropriate.

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##### OFFICERS

The organization officers shall include a President, Vice-president, Secretary, and Treasurer. Each officer shall be a voting member of the Board, except for the President who shall vote only to break ties of the Board of Directors. The responsibility of each officer is identified below.

- **President:** The President of the organization shall be elected by a majority vote of the membership. The President will preside at all meetings of both the membership and Board of Directors. He/she shall be subject to the control of the Board of Directors, have general supervision, direction, and control of day-to-day business and affairs of the organization.

- **Vice-President:** In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall have such other duties as may be from time to time prescribed by the President and the Board of Directors or by these By-Laws.
- **Secretary:** The Secretary shall keep a book of minutes, which shall record the proceedings of all meetings of members and all meetings of the Board of Directors with full details thereof. The Secretary shall keep membership records of the organization and by virtue of this shall be Chairperson of the Nominations and Elections Ad Hoc Committee.
- **Treasurer:** The Treasurer shall receive and keep account of all funds and monies of the organization, including assets, liabilities, receipts, disbursements, gains, losses, and surpluses. The Treasurer shall keep correct and complete books and records of account of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

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#### REGIONAL AND AT-LARGE DIRECTORS

The remaining five (5) Directors shall serve as voting members of the board. One director shall be elected from each region of the State, as shown in the map below, and shall represent the constituents of that region as well as the organization as a whole. If no member is willing to serve as Director for a region; that position shall remain vacant until filled by a member from that region based upon the vacancy policies as defined herein. The fifth 5<sup>th</sup> director will be considered director at large and will represent constituents from the entire state.



Regions Map

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## VACANCIES

A vacancy in any elective office (except that of the President) shall be filled by a majority vote of the Board of Directors. The appointee shall serve the remaining portion of the normal term of that office. The Vice-President shall fill a vacancy in the office of President for the remaining portion of the term of office.

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## ABSENCE

A Director unable to attend a meeting shall notify the President prior to the start of the meeting, provide the reason for the absence, and request to be excused. If Director is absent two (2) consecutive meetings without an excused absence, or for any other reason(s) the Board declares insufficient, the member's resignation shall be immediately tendered and accepted.

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## REMOVAL OF OFFICERS AND DIRECTORS

The Board of Directors may, by unanimous vote of the quorum (see Article V), remove an officer or director for non-performance of duty, gross misconduct, or other serious actions not in conformance with the best ethical interests of the organization.

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## COMMITTEES

WyGEO recognizes that working committees are essential and vital to accomplish the mission and goals of the organization. The Board of Directors shall establish Ad Hoc committees to manage the organization and achieve the goals and objectives set by the organization. Members of a committee shall be in good standing with the organization and will be confirmed by the committee chairperson by written notice to the President and Board of Directors. Chairpersons of committees must be Professional Members of the organization.

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## ARTICLE V. ELECTIONS AND VOTING

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### ELECTIONS

Every two years the Professional members of the organization will elect a portion of the Board of Directors by ballot. Following the initial election of the entire Board of Directors, odd numbered years will signify the election of the President, Secretary, and two Directors; even numbered years will signify the election of the Vice-President, Treasurer, and three Directors. Each Professional Member may cast, by ballot, one vote for each available Board of Director's Officer, Director at Large, and for the Regional Director for the region in which they live or work.

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### NOMINATIONS

An Ad Hoc committee, chaired by the Secretary, shall be selected by the Board to oversee the nomination process at least six weeks prior to the election. Nominations for elective offices shall be opened no later than four weeks prior to the election. Nominations must come from a Professional member and must be submitted in writing. Only members with Professional status will be eligible for nomination; and each candidate's name may only appear on the ballot one time per election. The Ad Hoc committee will accept eligible nominations up to 14 days prior to the election date; at which time the nominations will be considered closed and the committee will compile and send out a ballot to all Professional Members, to

be postmarked no later than 10 days prior to the election. The Ad Hoc committee will also serve to count votes after the election.

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## VOTING

Decisions at meetings shall be a majority vote cast at the meeting. Each eligible member (see Article III) shall have one vote. Election of officers will be held in the third quarter of the calendar year via an electronic voting process. All eligible members will receive information about how to cast a secure ballot. Each ballot will provide any special instructions and deadlines for submission.

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## QUORUMS

A quorum at a general membership meeting shall be ten (10) percent of the total Professional Membership by attendance. A quorum at a Board of Directors meeting shall be five (5) of the elected officers including either the President or Vice-President. If a quorum is not met, the meeting can still take place, but any agenda or action item needing a vote must be tabled until a quorum can be met.

## ARTICLE VI. MEETINGS

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### MEETINGS

There shall be a minimum of two (2) meetings per calendar year, with one meeting being held at the Annual Conference. Meeting locations/venues will rotate throughout Wyoming or in neighboring states in cases of a joint conference. All members will receive a meeting notification and proposed agenda. Web and telephone meeting options and participation will be made available as deemed necessary.

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### ANNUAL CONFERENCE

There shall be an Annual Conference held each year to provide a forum for education, networking, idea exchange and social interaction for the Wyoming Geospatial community.

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### BOARD OF DIRECTOR MEETINGS

The President shall call Board of Directors meetings at a time and place to be agreed upon by a Board majority.

## ARTICLE VII. AMENDMENTS TO THE BY- LAWS

These Bylaws can be amended as deemed necessary, upon approval of a majority of the Professional membership.

*Special Thanks to Utah Geographic Information Council and GIS Colorado for their insights and permission to sample from their bylaws*