

CaGIS BY-LAWS: January 2018

Article I. Name

1. The name of this nonprofit corporation shall be the Cartography and Geographic Information Society, Inc (hereinafter referred to as CaGIS or the Society).

Article II. Objectives

1. The objectives of the Society shall be to:
 - a. Serve as the primary focal point in the United States for individuals interested in cartography, geographic information science, and other geospatial-related professions;
 - b. Advocate and support activities that foster the development of new theories and technologies, and improve the production, management, and efficient use of maps and other forms of geographic information;
 - c. Promulgate and actively support the highest possible professional standards in occupations relating to cartography and geographic information science;
 - d. Promote a wide range of educational and training opportunities that enable its members to keep abreast of the state of the art in mapping and the use of geographic information;
 - e. Serve as the focal point for the U.S. participation in the International Cartographic Association and other appropriate international cartographic and geographic information forums;
 - f. Support the publication of scholarly and professional journals and papers ensuring that they meet the needs of the members and discipline; and,
 - g. Actively promote cartography and geographic information activities as significant career options.

Article III. Membership

1. A Full Member shall have voting rights and shall be any person who:
 - a. Possesses a bachelor's or higher degree from an accredited college or university in a discipline or area of study which would qualify the person for a professional position in cartography, geographic information sciences or related activities, including but not limited to, compilation and research, execution and production, teaching, interpretation, dissemination and preservation; or
 - b. Has four (4) years of active experience in cartography, geographic information sciences or related activities, as described above, or
 - c. Possesses a bachelor's or higher degree from an accredited college or university and has an interest in cartography or geographic information sciences.
2. A Student Member shall be any person pursuing a course of study as a graduate or undergraduate student on a full-time basis (as defined by the academic institution) leading to a career in cartography, geographic information sciences or related field. A Student Member shall not have voting rights.
3. An Early Career Member shall be any person recently employed after completion of a degree who, in the preceding year or preceding two years, was a Student Member. An Early Career Member shall have voting rights.
4. A Corporate Member shall be any corporation, agency, nonprofit, government entity, or similar organization that has an interest in cartography, geographic information science, or the Society. A Corporate Member shall have voting rights equal to a single Full Member.
5. A Lifetime Member shall be any person who applies to the Society for such designation and has been a Full Member for one (1) or more years.
6. A Fellows Member shall be any person who has made outstanding professional contributions to the Society or to Cartography and Geographic Science, has been a member of the Society for ten (10) or more years, and has been nominated and recognized by the Society. Fellows Members shall have full voting rights.
7. An Honorary Member shall be any person who has attained outstanding national or international recognition for contributions to the field of cartography or geographic information sciences in the form of either a specific activity

or achievement or outstanding professional contributions in general (without limitation as to time). Honorary Members shall be nominated and recognized by the Society and shall have voting rights.

8. The Board may establish separate membership fees for each Member type.

Article IV. Officers and Directors

1. The Officers of the Society shall be a President, President Elect, Vice President and Immediate Past President. All Officers must be Voting Members of the Society.
2. There shall be seven (7) Directors elected by the Voting Members. These Directors must be Voting Members of the Society.
3. The election of CaGIS Officers and Directors shall be held in the fall. Their term of office shall begin with their investiture during the Annual Spring Membership Meeting. Officers and Directors shall hold office until the investiture of their successors.
4. The Officers and Directors shall constitute the Board of Directors of the Society, hereinafter referred to as the Board.
5. The President of the Society shall serve for a term of one (1) year. The President shall preside at all meetings of the Society and of the Board; shall appoint, with the approval of the Board, the Secretary, the Treasurer, and the Chairperson of each Standing Committee and may appoint Ad Hoc Committees. The President shall be an ex-officio member of all Committees, and perform such other duties consistent with the objectives of the Society as are deemed necessary to the efficient performance of the office.
6. The President Elect shall serve a term of one (1) year. The President Elect shall preside at the meetings of the Society and of the Board in the absence of the President, and discharge the duties of the President in the event of disability or in case of a vacancy in that office. The President Elect shall automatically succeed to the position of President at the end of his/her term of office. Upon investiture of the first President Elect, the current President and Immediate Past President shall each serve a second term.
7. The Vice-President shall be elected by the Voting Members for a term of one (1) year. The Vice President shall preside at the meetings of the Society and of the Board in the absence of the President and President Elect, and discharge the duties of the President in the event of disability or in case of a vacancy in both that office and the office of President Elect. The Vice President shall automatically succeed to the position of President Elect at the end of his/her term of office. The position of Vice President alternates, on a two-year rotation, with a candidate who, at the time of the election, is a) an academic, or b) a person from either the private sector or governmental sector. In the event that a willing candidate from the eligible pool cannot be identified, the nominations board will recruit candidates from the second eligible pool. For example, if the current vice president is an academic, the next candidate should be from either private sector or government. If an eligible candidate from these sectors cannot be identified, the board will consider candidates who are from academia.
8. The seven (7) Directors shall be elected for four (4) - year terms by Voting Members. The term of the Directors shall be staggered so that no more than three (3) Directors are elected in any one-year. No more than three (3) Directors may be employed by the Federal Government at the time of their election. A director may serve no more than two consecutive terms on the Board. The Directors shall aid in the management of the affairs of the Society, shall furnish counsel, and shall participate in all official actions of the Board.
9. The Executive Director is responsible for developing and recommending to CaGIS's Board of Directors the annual budget and staffing plans. The Executive Director will hire, supervise, evaluate and terminate all CaGIS employees based on the approved staffing plan including temporary employees. The executive director will act at all times with a fiduciary duty to CaGIS, including responsibility for creating and overseeing the creation of financial accounts. In addition, the executive director is responsible for making CaGIS Board approved deposits, purchases, transfers and financial investments.
10. The primary responsibility for conducting the activities of the Society shall rest with the Board. They shall be assisted in this responsibility in a non-voting capacity by the Secretary, Treasurer, Standing Committee Chairpersons, and Ad Hoc Committee Chairpersons. The Board shall have the authority to determine policies and procedures of the Society; providing such actions are in conformity with the provisions of the CaGIS By-Laws. The President, in consultation with the Treasurer, the President Elect, and the Vice President, shall prepare an annual budget including dues paid annually by the members to cover costs of Society programs and activities. The President shall submit the budget to the Board for approval.

11. The Secretary shall fulfill the duties normally attached to such offices, keep the records of the Society, conduct necessary correspondence, and take and keep minutes of meetings of the Society and of the Board. The Secretary also sees that the activities of the Board are captured in the form of written minutes.
12. The Treasurer shall fulfill the duties normally attached to such offices, coordinate the reimbursement of Committee expenses, prepare Treasurer's reports for meetings of the Board, and assist in the annual budget preparation and any necessary semi-annual revisions.
13. Officers and Directors shall send a copy of all correspondence to the Society Secretary to become part of the Society records.
14. The Board shall have the authority to fill any vacancies in elected offices of the Society which occur during an unexpired term. In case of a vacancy in the office of President, the procedure to be followed is given in Article IV.6 and Article IV.7.

Article V. Committees

1. The following Standing Committees of the Society are provided:
 - a. The Nominations Committee which shall recruit members of the Society to run for election for openings of Officer and Director positions.
 - b. The U.S. National Committee for the International Cartographic Association (ICA), which shall carry out the U.S. representation to the ICA as delegated by the Society Board.
2. The Chairperson of each such Committee shall be appointed by the CaGIS President as provided in Article V.5. of these By-Laws; members of the Committees shall be appointed by the Chairperson of the Committee.
3. Ad Hoc Committees, as necessary in the interest of the Society, shall be appointed by the President of the Society with the approval of the Board.
4. A copy of all Committee correspondence shall be mailed to the Society Secretary and become a part of the Society records.
5. Committee charges and guidelines for Standing Committees are kept current by the appointed Committee Chairperson in consultation with the Society President. Any changes in Standing Committee guidelines must receive the approval of the Board. Ad Hoc Committees are appointed by the President of the Society with specific charges and time limits.

Article VI. Elections

1. Election of Officers shall be by letter ballot to all Voting Members of the Society. A majority vote of the ballots cast shall determine the Officers elected.
2. Nominations for the offices of Vice President and Director shall be made by the Nominating Committee. The Nominating Committee shall prepare a ballot to be mailed at least sixty (60) days before the date of election; all ballots shall include a provision for write-in votes, and shall be accompanied by a copy of the mailing instructions and rules prescribed by the Board under which such election is to be conducted. The Nominating Committee shall be chaired by the Immediate Past President of the Society. The other members of the Nominating Committee shall be the Society President, the Society Vice President, the Chairperson of the U.S. National Committee for the International Cartographic Association, and one (1) member of the Society selected by the Chairperson of the Nominating Committee.
3. Properly returned ballots shall be turned over to a Tellers Committee, consisting of three Voting Members of the Society who will tally the votes cast at least two (2) weeks prior to the beginning of the term of office; the election results shall be made known to the Society President and all the candidates without delay.
4. Nominations by the Nominating Committee shall be made as follows:
 - a. Two (2) nominees for the office of Vice President.
 - b. No less than two (2) nominees for each office of Director.
 - c. The name of any member whose nomination has been petitioned by twenty-five (25) Voting Members shall be placed on the ballot along with the nominees of the Nominating Committee.
 - d. No member of a Nominating Committee shall be a candidate for a Society office on a ballot prepared during such appointment.

Article VII. Meetings

1. Meetings of the Board shall be held at such time and place as determined by the President, or in response to a petition signed by no fewer than five (5) members of the Board. Notice of a Board meeting must be made to each member of the Board sufficiently in advance of the meeting to allow all Board members to be present. Four (4) members of the Board shall constitute a quorum for the transaction of official business, and they shall be governed by a majority vote, unless otherwise stipulated in these By-Laws.
2. An Annual Membership Meeting shall be held once per year. The investiture of duly elected Officers and Directors shall take place during this meeting along with the other business of the Society.

Article VIII. Changes in the By-Laws

1. Amendments and additions to these By-Laws as are essential to the conduct of the affairs of the Society may be enacted from time to time at the discretion of the Board. Such amended By-Laws will not be in force until the next Annual Membership Meeting or general election, at which time they will be submitted to the Society membership for ratification by a majority vote of those Voting Members either in attendance or casting ballots.

Article IX. Affiliation

1. With approval of the Board, CaGIS may affiliate with any professional or technical non-profit organization that shares the same or similar areas of interest.

Article X. Indemnification

1. CaGIS shall indemnify each Officers and Directors as described herein, and each of its employees for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these By-Laws, in a manner to the extent permitted by applicable law.
2. CaGIS shall indemnify each of its Officers, Directors, and employees as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such an Officer, Director, or employee and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in a manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of CaGIS that his or her conduct was not committed in bad faith, was not the result of active or deliberate dishonesty and did not result in him or her actually receiving an improper personal benefit in money, services, or property, and, in the case of a criminal action or proceeding, in addition, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

Article XI. Dissolution of the Society

1. In the event of dissolution of CaGIS, these provisions shall be made:
 - a. CaGIS assets shall revert to a trust fund for scholarships or fellowships as may be derived from interest on the capital by investment and administration by some non-profit society, foundation, or educational institution with dedicated interest in advancing the art and science of cartography and geographic information science.
 - b. Such trusteeship is to be designated by the dissolving Board or by an executor appointed by court order in the event such provision was not made prior to the dissolution or receivership.