

MINUTES of the first meeting of the Incorporators of the Palm Beach Countywide GIS Forum, Inc. were held at the Palm Beach County Environmental Resources Management Department in the City of West Palm Beach, County of Palm Beach, State of Florida on the 18th day of August, 1998.

Mr. Hamilton, a subscriber to the Certificate of Incorporation called the meeting to order and stated the purposes of this meeting.

On motion duly made and carried, Mr. Hamilton was elected temporary Chairperson, until the first annual meeting and Ms. Anderson Secretary until the first annual meeting.

The Chairperson then read the Certificate of Incorporation as filed in the office of the Secretary of State on the 27th day of July, 1998.

The Chairperson then appointed a Committee consisting of Bob Hamilton, Penny Anderson, and Christine Benkly to draw up a proposed set of by-laws for the first annual membership meeting.

On motion duly made and carried the date of the first annual membership meeting was set for the 19th day of August, 1998, at the Clayton Hutcheson Agriculture Center, in the City of West Palm Beach, County of Palm Beach, State of Florida.

There being no further business, the meeting was adjourned.

Secretary

MINUTES of the membership meeting of the Palm Beach Countywide GIS Forum, Inc. held at the Clayton Hutcheson Agriculture Center, 531 North Military Trail in the City of West Palm Beach, County of Palm Beach, State of Florida on the 19th day of August, 1998.

The meeting was called to order by Ms. Ann Skakandy, Chairperson of the organization who explained that the incorporators of this organization had met on the 18th day of August, 1998, and had elected as temporary officers of this organization the following:

Mr. Bob Hamilton, Acting Chairperson

Ms. Penny Anderson, Acting Secretary

She then explained the purposes for which this meeting was called and asked the Secretary to read the Certificate of Incorporation of this organization as it had been filed in the Office of the Secretary of State.

After the secretary had complied with the request a motion was made and carried that the secretary be directed to spread a copy of such certificates at length upon the minutes of this meeting and that a copy of the receipt issued by the Secretary of State's Office be affixed in the minutes of this meeting.

**CERTIFICATE OF INCORPORATION
OF THE
PALM BEACH COUNTYWIDE GIS FORUM, INC.**

(Available upon request)

The Chairperson then stated to the meeting that at the meeting of the incorporators the following were appointed to draw up and submit to this meeting a set of proposed By-Laws to be used by this organization:

Penny Anderson

Christine Benkly

Bob Hamilton

Ms. Anderson had been selected as chairperson of that committee and the Chairperson then requested her to submit the proposed By-Laws to the organization for approval.

The same was then taken up, read, and considered, clause by clause and finally adopted by this meeting as the By-Laws of this organization. After the vote had been taken and the By-Laws adopted a motion was duly made and carried that the secretary spread a copy of the By-Laws at length upon the minutes of this meeting.

The said By-Laws are as follows:

BY-LAWS
OF
PALM BEACH COUNTYWIDE FORUM, INC.

ARTICLE ONE
ORGANIZATION.

- (1) The name of this organization shall be the Palm Beach Countywide GIS Forum, Inc.
- (2) The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE TWO
PURPOSES.

The following are the purposes for which this organization has been organized

- (1) To provide a forum for the exchange and dissemination of ideas regarding technical geographic information systems (GIS) issues.
- (2) To educate and inform the community on GIS developments, enhancements and future technologies.
- (3) Make recommendation on technical matters.

ARTICLE THREE
MEMBERSHIP.

Membership in this organization shall be open to all who have an interest in learning and sharing ideas about GIS issues. Active membership is based upon attendance at three (3) consecutive meetings. Subsequently, a member becomes inactive by missing three (3) consecutive meetings.

ARTICLE FOUR
MEETINGS.

The annual membership meeting of this organization shall be held on the 3rd Wednesday of August each and every year except if such day be a legal holiday then in that event the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. The Secretary shall cause to be mailed to every member in good standing at this address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held at 10:00 a.m. on the third Wednesday of February, April, June, August, October and December of each year.

The presence of not less than five members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than eight weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings may be called by the Chair when deemed in the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least three but not more than twenty-one days before the scheduled date for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of three members of the Board of Directors or a majority of members of the organization the Chair shall cause a special meeting to be called but such request must be made in writing at least seven days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE

VOTING.

At all meetings, except for the election of officers and directors, all votes shall be via voice, except that for election of officers ballots which shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot, the Chairperson of such meeting shall immediately, prior to the commencement of balloting, appoint a committee of two who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No Inspector of Election shall be a candidate for office or propose the item to be voted upon. Inspectors of Elections may vote on all issues.

ARTICLE SIX
ORDER OF BUSINESS.

- 1 - Call to Order
- 2 - Approval of Minutes
- 3 - Reports of Committees
- 4 - Reports of Officers
- 5 - Old/Unfinished Business
- 6 - New Business
- 7 - Other
- 8 - Adjournment

ARTICLE SEVEN
BOARD OF DIRECTORS.

The business of this organization shall be managed by a Board of Directors consisting of five (5) members, including the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The officers/directors shall be chosen at the annual meeting of this organization and they shall serve for a term of two (2) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairperson after due notice to all the directors of such meeting. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the third Wednesday of February, August and December.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Chairperson of the organization by virtue of his/her office shall be Chairperson of the Board of Directors. The Board of Directors shall select from one of their number a Secretary.

A director may be removed by a majority vote of the Board when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by

counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

ARTICLE EIGHT
OFFICERS.

The officers of the organization shall be as follows:

Chairperson

Vice Chair

Secretary

Treasurer

Countywide GIS Coordination

The Chair shall preside at all membership meetings and by virtue of his/her office, be Chairperson of the Board of Directors. The Chair shall present, at each annual meeting of the organization, an annual report of the work of the organization. The Chair shall appoint all committees, temporary or permanent. The Chair shall see all books, reports and certificates as required by law are properly kept or filed. The Chair shall be one of the officers who may sign the checks or drafts of the organization.

The Chair shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice Chair shall, in the event of the absence or inability of the Chair to exercise office, becoming acting Chairperson of the organization with all the rights, privileges and powers as if the Vice Chair had been duly elected Chairperson. The Vice Chair shall serve as chairperson of the annual GIS Expo Committee.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be the Secretary's duty to file any certificate required by any statute, federal or state. The Secretary shall give and serve all notices to members of this organization. The Secretary shall present to the membership at any meetings, any communication addressed to the Secretary of the organization. The Secretary shall submit to the Board of Directors any communications which shall be addressed to the Secretary to the organization. The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall cause to be deposited the funds of the organization except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer shall exercise all duties incident to the office of Treasurer.

Countywide GIS Coordination shall provide input on and coordination of activities between County government and the organization. Countywide GIS Coordination will publish items of interest in the quarterly GIS Newsletter and act as registered agent to receive and forward official documents from the state of service of process and other legal notifications.

Officers shall, by virtue of their office, be members of the Board of Directors.

No officer shall, for reason of her/his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE NINE

SALARIES.

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN

COMMITTEES.

All committees of this organization shall be established by the Board of Directors and their term of office shall be for a period of two years or less if sooner terminated by the action of the Board of Directors. The permanent committees shall be:

Newsletter Committee

Programs Committee

Expo Committee

Special Projects Committee

ARTICLE ELEVEN

DUES.

There are no dues required to be a member of this organization.

ARTICLE TWELVE
INDEMNIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time as director or officer of the corporation from any and all claims and liabilities which such person shall or may become subject by reason of having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been hereto or hereafter taken or omitted by him/her as such director or officer and the corporation shall reimburse each person for all legal and other expenses reasonably incurred by her/him in connection with any claim or liability, except that no such person shall be indemnified against or reimbursed for any expense incurred in connection with any claim or liability which shall be finally adjudged to have arisen out of her/his own gross and willful negligence or misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which she/he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such officer in any proper case, even though specifically not provided for herein. The corporation, its directors, officers, employees and agents, shall be fully protected when taking any action or making any payment under this section, or in refusing to do so, in reliance upon the advice of counsel.

ARTICLE THIRTEEN
FINANCES

The organization's fiscal year shall begin January 1 and close December 31. All of the organization expenditures shall be approved by the Chair and the Treasurer.

ARTICLE FOURTEEN
AMENDMENTS.

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a majority of the membership in attendance. Notification of such amendments to the By-laws will be published in the agenda at either a Regular or Special Meeting of the organization.

The Chairperson then stated that nomination for officers were in order. The following were nominated:

For Chairperson:

For Vice Chair:

For Secretary:

For Treasurer:

The Chairperson then appointed Messrs. _____, _____, and _____ as inspectors of election for this election. They distributed blank ballots and requested that each member write the name of his candidate for office on such sheet and deposit it in the receptacle provided.

After each member had cast her/his vote, the Chairperson declared the polls closed. The inspectors retired to canvass the vote and the meeting proceed to consider other business. The following action was taken:

The Inspectors of Election then notified the Chairperson that the canvass of the ballots had been completed and they were ready to certify as to the results.

_____, who had been chosen as Chairperson of the Inspectors, announced the following people elected for the ensuing year as officers of this organization.

For Chairperson:

For Vice Chair:

For Secretary:

For Treasurer:

The Chairperson then announced that nominations for Directors were in order. The following were nominated:

The inspector distributed the ballots requesting that each member write in the names of the directors for the next ensuing year and to deposit such ballot in the receptacle provided.

After each member had cast his ballot the Chairperson declared the polls closed. The inspectors retired to canvass the vote.

The meeting proceeded to consider other business and the following action was taken:

The inspectors then notified the Chairperson that the canvass of the ballots had been completed and they were ready to certify as to the results.

_____, who had been chosen as Chairperson of the Inspectors, announced the following people elected as directors for the ensuing term:

Mr. Hamilton, the acting Chairperson, then thanked the members for their cooperation and asked _____, the duly elected Chair, to assume the chair.

_____, the Chairperson, took over the chair for the balance of the meeting. The Chair requested the rest of the elected officers to take their regular places.

The following business was transacted:

There being no further business the meeting was adjourned on Motion.

Respectfully submitted

Dated August 19, 1998.

MINUTES of the First Meeting of the Board of Directors of the Palm Beach Countywide GIS Forum, Inc., held at the Clayton Hutcheson Agriculture Center in the City of West Palm Beach, in the County of Palm Beach, State of Florida.

There were present the following:

being the duly elected directors of the Palm Beach Countywide GIS Forum, Inc. Elected at the annual meeting of the organization.

_____, by virtue of his office as Chairperson, assumed the Chair ship of the Board. The Chair called the meeting to order and stated the purposed thereof. The Chair explained pursuant to the By-Laws of the Organization, it would be necessary to elect a Secretary.

_____ was duly elected Secretary of the Board of Directors.

On motion duly made and carried the following resolution was unanimously adopted.

RESOLVED, that the Treasurer be authorized and directed to open an account with _____ in the _____, City of West Palm Beach and to deposit therein all the funds of the Organization, signed by the Treasurer and countersigned by the Chair.

On motion duly made and carried, it was decided that the meeting of the Board of Directors was to be held on the _____ day of _____.

There being no further business, the meeting was adjourned.

Secretary.