

BYLAWS OF
PALM BEACH COUNTYWIDE GIS 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, and 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) To make recommendations 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. A member becomes inactive by not attending any meetings in a calendar year.

ARTICLE FOUR

MEETINGS

The annual membership meeting of this organization shall be held during December each and every year. The Chairperson shall email to every member, at the e-mail 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 on a date to be selected in 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. A quorum shall be required at any rescheduled meeting.

Special meetings may be called by the Chairperson when deemed in the best interest of the organization. Notices of such meeting shall be e-mailed to all members at their email 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 Chairperson shall call a special meeting; however, 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 most meetings, except for the election of Officers and Directors, votes shall be via voice. For election of Officers, ballots 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 the 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 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

A. Forum Membership Meetings

1. Call to Order
2. Introduction of the attending members
3. Committee Reports
4. Treasurer Report

5. Presentation
6. Announcements/Other
7. Adjournment

B. Board of Directors Meetings

1. Call to Order
2. Old/Unfinished Business
3. New Business
4. Other
5. Adjournment

ARTICLE SEVEN

BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of seven (7) members, designated 1 through 7 based on longevity, with number 1 being the longest serving. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The Board of Directors shall be elected at a Special Meeting as determined by the Board. Each year the two (2) longest serving Directors will be up for election in the following sequence: Directors 1-2, 3-4, 5-6, 7-1.

Directors will take care of the non-profit by ensuring prudent use of all assets including facility, people, and good will; and provide oversight for all activities that advance the non-profit's effectiveness and sustainability. Directors make decisions in the best interest of the non-profit corporation; not in his or her self-interest. They ensure that the non-profit obeys applicable laws and acts in accordance with ethical practices; that the non-profit adheres to its stated corporate purposes, and that its activities advance its mission. Directors will take the lead in a subcommittee.

The Board of Directors shall have the control and management of the affairs and business of this organization. A majority of the members of the Board of Directors shall constitute a quorum and the Board of Directors shall meet at least annually.

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 Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance until the next election year. The Forum membership shall elect the Officers of the Board of Directors. Board members shall not have a potential commercial conflict of interest.

The Chairperson of the organization, by virtue of his/her office, shall be Chairperson of the

Board of Directors.

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 elected by the seven Board Directors following the Special Meeting, and will include the following:

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer

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

The chair will send all email notifications to members. The Chairperson shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice Chairperson shall, in the event of the absence or inability of the Chairperson to exercise office, become acting Chairperson of the organization with all the duties, rights, privileges and powers as if the Vice Chairperson had been duly elected Chairperson. In the absence of an Expo Chairperson, the Vice Chairperson of the Forum will serve as the Expo Chairperson.

The Secretary shall keep the minutes and records of the organization in appropriate books. In the minutes report the Subcommittee reports as well as Treasurer's reports shall be summarized. Also any new business discussed in the meeting should be summarized in the minutes. The Secretary shall submit to the Board of Directors any communications which shall be addressed 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 secretary shall keep track of members attending each meeting and adjusting the membership roll book as needed.

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. It shall be the Treasurer's duty to file any certificate required by any statute, federal or state. It shall be the Treasurer's

duty to obtain Directors and Officers liability insurance.

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.

The Countywide GIS Liaison, although not an Officer or Director, shall provide input on and coordination of activities between County government and the organization. Countywide GIS Coordination will submit items of interest at meetings and to the website, 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 from 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

SUBCOMMITTEES

All subcommittees of this organization shall be established by the Board of Directors. The permanent subcommittees shall be:

- Countywide GIS
- South Florida GIS Expo
- Website/Media
- Information Technology (IT)
- Fundraising

Additional subcommittees will be added as needed or required.

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. 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. Subject to the financial ability to acquire insurance, 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.

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 Chairperson and the Treasurer.

ARTICLE FOURTEEN

AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of a majority of the Board of Directors. A quorum must be met. Notification of such amendments to the Bylaws will be published in the agenda at either a Regular or Special Meeting of the organization.