

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

BY-Laws
For
North Carolina ArcGIS Users Group Inc

Article I – Title

The name of this organization shall be the **North Carolina ArcGIS Users Group Inc.**

The organization shall have a seal which shall be in the following form: Inscribed with the words “NC ArcGIS Users Group Inc”.

Article II – Purposes

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

Section 1. Provide a forum for the exchange of knowledge, techniques, and data for use with software produced by Environmental Systems Research Institute, Inc (ESRI).

Section 2. Provide a forum for education among users of ArcGIS.

Section 2. Foster good working relationships and communications between ESRI software users and ESRI staff.

Article III – Membership

Section 1. Membership shall be open to ESRI software users and any other interested organizations and individuals. Eligibility for voting on the elections of officers, annual review of Articles of Incorporation and by-laws and other matters of interest shall be limited to current membership. Voting membership does not require an ESRI software license. Votes will be decided by a majority of eligible members in attendance at meetings. Proxy votes will be accepted if a written ballot is prepared and distributed

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

beforehand. **Absentee ballots will be available if prepared in advance and distributed via the website, either written or electronic voting.** Membership shall be one of the following:

Section 2 Regular Membership: Persons utilizing ESRI software.

Section 3. Corporate Membership: Corporations and/or companies utilizing ESRI software. Corporate Membership entitles the company to have one free registration to the annual NCAUG Fall Conference per each Corporate Membership.

Section 4 Student Membership: Persons enrolled in school or college from grades K-12 or 2 year college or 4 year college and interested or pursuing a course of study in Geographic Information Systems (GIS).

Section 5 Ethics: Members of the organization shall be bound by a Code of Ethics adopted by the organization.

Article IV – Meetings

Section 1 The annual membership meeting of this organization shall be held during the annual conference of the organization, usually in the fall. Minutes of all meetings will be documented and posted on the organization's website for membership review.

Section 2 The Secretary shall cause to be mailed or electronically mailed to every member in good standing at his address or email address as it appears in the membership database (roll book) in this organization a notice telling the time and place of such annual meeting.

Section 3 The presence of not less than **a majority or fifty-one percent (51%)** of the members shall constitute a quorum and shall be necessary to conduct the business of this organization. If a quorum is not established at the annual business meeting for voting, then the voting may be held electronically to obtain a quorum of the membership and decide the elections of officers **and other business of the organization. This electronic meeting shall be held via a web-venue, all members will be logged in at the same time, be heard by all other members, and have the ability to vote on any items on the published agenda.**

Section 4 Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Notices of such meeting shall be mailed or electronically mailed (emailed) to all members at their addresses as they appear in the membership database (roll book) at least twenty (20) days before the scheduled date set 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 it was called. At the request of three (3) of the members of the Board of Directors, the president shall cause a

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

special meeting to be called but such request must be made in writing at least thirty (30) days before the requested scheduled date.

Section 5 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 V Nominations and Elections

Section 1: Nominations and Elections. The President shall appoint each year a nominating committee consisting of no more than three (3) regular members in good standing who shall select one name from the regular members, in good standing, as a candidate for each office and make the necessary report at each annual meeting.

Section 2: Additional nominations may be made from the floor at any annual meeting by any regular member in good standing

Section 3. Officers shall be elected by a majority vote, including votes by proxy, at the annual meeting.

Section 4: Voting by Proxy: A regular member in good standing who will not be attending the annual meeting may vote by proxy. Validations and approval of the manner of a vote by proxy shall be made by the Board of Directors prior to the meeting.

Section 5: Voting by Absentee Ballot: A regular member in good standing who will not be attending the annual meeting or special meeting may vote by absentee ballot. Validations and approval of the manner of a vote by absentee ballot shall be made by the Board of Directors prior to the meeting. Electronic or on-line voting may be accepted as deemed appropriate by the Board of Directors.

ARTICLE VI Order of Business

1. Reading of the Minutes of the preceding meeting.
2. Reports of Committees.
3. Reports of Officers.
4. Old and Unfinished Business.
5. New Business.
6. Adjournments.

ARTICLE VII Board of Directors

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

Section 1 The business of this organization shall be managed by a Board of Directors consisting of at least 9(nine) members but not more than 15 (fifteen) members, in addition to the President, Vice-President, Secretary and Treasurer, of this organization. **All** of the Board of Directors elected shall be a resident **or do business** in the State of North Carolina. At least one Board member shall be a citizen of the United States.

Section 2 The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years. For the purpose of continuity in leadership, elections for Board members will be staggered to assure that at least three members from the preceding year continue to serve on the Board in the new calendar year. The President, Vice-President, Secretary, and Treasurer will be elected on a two-year basis.

Section 3 The Board of Directors shall have the control and management of the affairs and business of this organization.

Section 4 A **majority or fifty-one percent(51%)** of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held annually in January of each year and at other times as decided by the President.

Section 5 Each director shall have one vote. **Action taken by postal mail, fax, electronic mail or telephone ballot of the Board shall be a valid action of the Board and shall be reported at the next regular meeting of the Board and duly recorded in the Board minutes.**

Section 6 The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 7 Vacancies in the Board of Directors, **including Vice-President, Secretary, and Treasurer,** shall be filled by a vote of the majority of the remaining members of the Board of Directors **until an election is held at the Annual Membership meeting.**

Section 8 The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

Section 9 The Board of Directors shall select from one of their members a secretary.

Section 10 **If any member of the Board of Directors cannot complete their term of office and desires to end their term, such action shall become final upon written notification received by the Secretary or President of the Group. This notification can be accomplished via electronic mail, facsimile message or first class mail. This notification must be maintained with the permanent files of the Group and noted in the minutes of the next meeting of the Board and general membership. The Board**

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

shall be notified by the Secretary or President of the resignation of any Board members as soon as possible after receiving the written notification.

Section 11 A director may be removed 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 for this hearing as it may in its discretion consider necessary for the best interest of the organization.

ARTICLE VIII Officers

Section 1 The initial officers of the organization shall be as follows:

President:
Vice President:
Secretary:
Treasurer:

Section 2 The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present, at each annual meeting of the organization, an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by [law](#) are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 3 The Vice President in the event of the absence or inability of the President to exercise his office shall become President of the organization with all the rights, privileges and powers as if he had been the duly elected president.

Section 4 The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

Section 5 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. Subject to the approval of the Board of Directors, the Treasurer shall determine the place and manner for depositing and safekeeping of such funds, securities, and legal instruments. He 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. He 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. He shall exercise all duties incident to the office of Treasurer. The Board of Directors shall have full right to examine and/or cause an audit to be made annually.

Section 6 Officers shall, by virtue of their office, be members of the Board of Directors.

Section 7 No officer and/or Board of Director shall for reason of his office be entitled to receive any salary or compensation.

ARTICLE IX Scholarship Fund

Section 1. The Board of Directors may establish a Scholarship Fund for graduate and undergraduate students pursuing a career in Geographic Information Systems (GIS).

Section 2. The Scholarship Fund shall be derived from funds raised specifically for that purposes, and providing such funds are available. The amount of the scholarship awarded shall be determined by the Board of Directors each year.

Section 3 The Scholarship Fund shall be administered by the Scholarship Committee, who will determine the rules, qualifying criteria, and initiate the application process. Based on applications received, a committee of at least three (3) members of the Board of Directors shall select qualified candidate(s) to receive the scholarship award.

ARTICLE X Committees

Section 1 All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year.

Section 2 The permanent committees shall be:

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

1. Conference Committee:
2. Eastern **Symposium** Committee:
3. **Central Symposium Committee:**
4. Western **Symposium** Committee:
5. Nominating Committee
6. Scholarship Committee:

ARTICLE XI Annual Dues

Section 1 The dues of this organization shall be as follows:

Regular Membership: \$25.00
Corporate Membership: \$250.00
Student Membership: \$10.00

Section 2 Membership dues are to be paid annually for a term beginning on January 1 through December 31. The current year dues are payable through the time of the Fall Conference. Membership fees paid after the Fall Conference may be credited to the next membership year.

Section 3 Non-payment of dues shall be considered as a resignation from the organization.

ARTICLE XII Special Interest Groups (SIG)

Section 1 The Board of Directors may fund special interest group (SIG) functions or other NCAUG affiliated groups, meetings, etc, up to \$1,000.00 per year upon majority of the Board of Directors approval, if funds exist for such activities. Funding per group shall not exceed \$250.00 per request per calendar year. Any additional funding requests will be considered on as needed basis only.

ARTICLE XIII Amendments

Section 1 These By-Laws may be altered, amended, repealed or added to by an affirmative vote of **a majority or fifty-one percent (51%)** of the members, providing that notice and a copy of any proposed amendment shall have been sent to all regular members by mail or electronic mail, not less than thirty (30) days prior to such meeting.

Section 2 All proposed amendments shall be submitted to the Board of Directors for its review no later than sixty (60) days in advance of the annual meeting.

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

Section 3 The organization may, at its pleasure, by a vote of majority or fifty-one percent (51%) of the membership body change its name.

Section 4: Voting by Proxy: A regular member in good standing who will not be attending the annual meeting may vote by proxy. Validations and approval of the manner of a vote by proxy shall be made by the Board of Directors prior to the meeting.

Section 5: Voting by Absentee Ballot: A regular member in good standing who will not be attending the annual meeting or special meeting may vote by absentee ballot. Validations and approval of the manner of a vote by absentee ballot shall be made by the Board of Directors prior to the meeting. Electronic or on-line voting may be accepted as deemed appropriate by the Board of Directors.

Original By-Laws duly adopted on September 16, 2010 at NCAUG annual membership meeting, held in Carolina Beach, NC.

Code of Ethics

Recognizing the responsibility of our profession to North Carolina ArcGIS Users Goup Inc (NCAUG) and the industries it serves, and believing that we should encourage and foster high ethical standards in our profession, we do hereby adopt this CODE OF ETHICS for our constant guidance and inspiration predicated upon the basic prinicipals of truth, justice and fair play.

To show faith in the worthiness of our profession by industry, honesty, in order to merit a reputation for high quality of service and fair dealing.

To add to the knowledge of our profession by constant study and to share the lessons of our experiences with our fellow members.

To build an ever increasing confidence and good will with the public and our employers by poise, self-restraint, and constructive cooperation.

To accept our full share of responsibility in constructive public service to community, state, and nation.

To conduct ourselves in the most ethical and competent manner thus meriting confidence in our knowledge and integrity.

PROPOSED CHANGES TO BY LAWS FOR 2011 SHOWN IN RED

To strive to attain and to express a sincerity of character that shall enrich our human contacts.

Each member of NCAUG agrees to subscribe to this code when joining the association.