

Cascadia Users of Geospatial Open Source (CUGOS) BYLAWS

Accepted September 4th, 2013 by Board Approval

ARTICLE I. CUGOS ORGANIZATION

SECTION 1. NAME

The name of this organization is the Cascadia Users of Geospatial Open Source (hereinafter referred to as "CUGOS"). In adopting this name, CUGOS does not seek to limit membership to the confines of the State of Washington, and in particular welcomes membership and participation from the greater Cascadia region.

SECTION 2. SERVICE AREA

The geographic service area of CUGOS shall be the the Cascadia region ([http://en.wikipedia.org/wiki/Cascadia_\(bioregion\)](http://en.wikipedia.org/wiki/Cascadia_(bioregion))).

SECTION 3. PURPOSE

CUGOS is organized as an IRS 501(c)(6), not for profit, state wide professional association of Open Source GIS professionals.

CUGOS is organized for the purpose of recognizing, supporting and encouraging broad professional growth, education, communication, technical development and service to its members and others in the field of Open Source Geospatial Information Systems (GIS). CUGOS is organized to provide broad support, encouragement and recognition for government, academic, and private development and dissemination of accurate and complete spatial data, relevant software, and geospatial products. CUGOS welcomes and supports participation from the public and private sector equally.

CUGOS shall provide for its membership:

A. An open and objective professional development forum for the exchange of ideas, information, and solutions related to Open Source GIS technology, without regard for cultural, political, social, economic, organizational or employment status.

B. Opportunities for networking, communication and an exchange of ideas through participation and sponsorship in conferences, events and training focused on the planning, operation, and consequences of geospatial information systems and related technologies.

C. Encouragement for the advancement of knowledge through post graduate research, publication, and other opportunities for professional growth and advancement.

SECTION 4. EQUAL OPPORTUNITY

Being mindful of the harmful and undesirable effects of discrimination, the CUGOS shall conduct its activities on a fair and equitable basis with bias towards none and without regard for race, age, gender, ethnic, religious, or other status. Further, the CUGOS shall encourage and promote equal opportunity participation in all activities.

SECTION 5. LOBBYING AND PUBLIC POLICY DEBATE

Unless explicitly authorized by CUGOS, members who participate in lobbying or public

policy debate activities shall be deemed to represent their own professional views. An official position on matters of public policy shall be only be represented as an official CUGOS position after the policy issue has been discussed and approved by a majority vote of the Board.

SECTION 6. POLITICAL ACTIVITY

CUGOS shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office or voter initiative or proposition.

SECTION 7. BYLAW AMENDMENTS

These Bylaws may be amended, revised, or repealed by a two-thirds (2/3) majority vote of the Board.

ARTICLE II. MEMBERSHIP

SECTION 1. ELIGIBILITY

Any responsible individual or organization with an interest in the field of Open Source GIS that agrees with the CUGOS objectives and by-laws shall be eligible for membership in the CUGOS.

SECTION 2. MEMBER IN GOOD STANDING

“Membership in good standing” is considered to be a person or organization who actively participates in CUGOS activities. Specific criteria for membership in good standing may be determined from time to time by resolution of the CUGOS Board of Directors (herein referred to as ‘The Board’), but shall as a minimum be defined as participation in annual CUGOS events or submittal of annual CUGOS membership dues.

SECTION 3. MEMBERSHIP CATEGORIES DEFINED

Three categories of CUGOS membership are:

- a) Individual
- b) Sponsor
- c) Student

Membership categories are defined as follows:

A. Individual - Any person, regardless of state of residence, upon fulfillment of Section 2 requirements may become an individual member of CUGOS. An individual member in good standing shall have one vote in any membership business decision or forum.

B. Sponsor - Any business or organization, regardless of location, upon payment of dues, may become a CUGOS Sponsor. Sponsorship entitles an organization to vest a designated number of sponsor employees with individual membership rights and privileges and any other special corporate benefit as may be determined by CUGOS Board Policy.

C. Student - Any person who is enrolled in a college or university and who is carrying at least one-half of a full-time academic load may become a student member of CUGOS upon payment of student dues.

SECTION 4. DURATION

All members shall hold membership for a period of one year unless otherwise specified in

these bylaws. The normal CUGOS membership year shall be the twelve months, beginning at the start of the calendar year. Membership for an individual who pays membership dues during the calendar year shall expire at the end of the calendar year.

SECTION 5. DUES

CUGOS dues for each defined membership category shall be established by the Board. Any change in CUGOS dues must be approved by a majority vote of the Board and so entered as a resolution in the Board's permanent minutes.

SECTION 6. RIGHTS AND PRIVILEGES

Current CUGOS members shall have full voting and office-holding rights. Current members shall be informed of the activities and progress of CUGOS through reports, website, and CUGOS meetings. Current members shall be entitled to equal access to participate in and attend any meeting or activity conducted by CUGOS, subject to space limitations. Members may be required to pay registration fees for admittance to certain CUGOS events.

SECTION 7. NON-TRANSFERABILITY

No member may transfer a membership or any right arising thereof for value or any other type of consideration.

SECTION 8. TERMINATION OF MEMBERSHIP

The board may investigate the conduct and actions of any member of the organization alleged to be in violation of the purposes and goals of CUGOS.

A hearing shall be convened by the CUGOS Board in an open membership meeting and at the conclusion of such hearing the Board, by majority vote may censure or temporarily suspend the said member(s), or by the affirmative vote of two-thirds majority, may expel the subject member(s). However, no member may be censured, disciplined, expelled or suspended from membership in CUGOS without having the following procedure followed:

- a. The member shall receive notice at least fifteen (15) days prior to any termination or suspension hearing; and
- b. The member shall have the opportunity to be heard, either orally or in writing, before the date of the suspension or termination hearing, by the Board regarding his or her termination or suspension from CUGOS;
- c. The Board will take into consideration all relevant facts and circumstances presented by the member or by any other interested CUGOS members before deciding on termination, suspension, censure or disciplinary action of the member.

ARTICLE III. OFFICERS AND DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors (hereafter known as "Board Members") shall be the principal governing body of CUGOS with full supervision and control over all CUGOS business affairs. The Board may exercise all such powers of CUGOS and do all such lawful acts and things as authorized or allowed by statute, Articles of Incorporation, the Bylaws described herein, or as otherwise directed or required to be exercised or done, for and on behalf of CUGOS. The Board shall be composed of the four (4) officers, the Past-President and Members-At-Large as described below, but in no case shall exceed eleven (11) persons. Each Board member is individually responsible to discharge the duties of their position as

outlined in these bylaws.

SECTION 2. OFFICERS AND OTHER BOARD MEMBERS

Officers of CUGOS shall consist of four positions: President, Vice President, Secretary, and Treasurer. These Officers shall be CUGOS members in good standing for the duration of their term. The positions of President and Vice President must be separate individuals, but it is permitted to allow one individual to execute the duties of both Secretary and Treasurer, although it is preferred that these positions are also held by separate individuals. In addition to other responsibilities established in these articles, duties of CUGOS Officers shall be as follows:

A. President

The President shall be the chief elected officer and the official spokesperson for CUGOS. The President shall preside at all meetings of the Board and CUGOS membership. The President may make and sign contracts and agreements in name of CUGOS, with prior approval of the Board and in accordance with guidelines and resolutions set forth by the Board. Together with the Treasurer, the CUGOS president is responsible for filing the State and/or National Tax Returns and any other reports and filings as required by law or by another agency. The President will have signatory authority over the bank accounts established in the name of CUGOS and shall be authorized to make disbursements in the name of CUGOS.

B. Vice President

The Vice President serves as President for the Board and CUGOS meetings when the President is otherwise unavailable. The Vice President shall assist the President and may represent CUGOS at non-CUGOS functions.

C. Secretary

The Secretary shall prepare and maintain the written record of the CUGOS proceedings. The records shall consist of accurate minutes, resolutions and correspondence arising from all proceedings and meetings of CUGOS and Board. The Secretary shall compile: a record of proceedings of conferences, workshops, training sessions and other similar professional development activities, excepting social activities, conducted by CUGOS. These documents shall be archived on the CUGOS web-site and made available to the membership.

D. Treasurer

The Treasurer shall be responsible for managing CUGOS finances and shall handle CUGOS funds in accordance with procedures established by the Board and these by laws. The Treasurer shall submit a quarterly financial report to the Board detailing actual versus budgeted expenditures and revenue, current financial status, and a balance sheet statement. Together with the President, the Treasurer shall be responsible for verifying and filing CUGOS annual financial statement, and shall be responsible for any other financial reports and filings as required by other agencies. The Treasurer, President, and one other board member, as established by board resolution, shall have signatory authority over the bank accounts established in the name of CUGOS and shall be authorized to make disbursements in the name of CUGOS.

SECTION 3. AGENTS AND OTHERS

The Board, by majority vote, shall elect or appoint such assistant officers and agents as it shall deem necessary or desirable, who shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board. Agents so appointed may participate in board meetings but shall have no vote.

SECTION 4. BOARD MEETINGS

The Board shall meet at least once per fiscal year at a time and place determined by the Board. Special Meetings of the Board may be called by the President. The meeting shall be held at a time and place designated in the notice of the meeting.

Actual notice shall be given to each Board member at least ten (10) days and not more than fifty (50) days prior to the meeting, and shall state the purpose of the meeting. Business transacted by the Board shall require a majority vote of a Quorum of the Board, unless a different vote is required by these Bylaws. The Board may transact business at a meeting, on IRC, by a telephone conference call, by a telephone ballot, by email, by facsimile ballot, or by similar electronic arrangement. A quorum of the Board shall be considered to be one more than one/half (50%) of the current Board.

SECTION 5. DUTY OF THE BOARD TO KEEP RECORDS

It shall be the responsibility of the Board to keep and maintain an annual written record of board business, to include minutes of all official board meetings, resolutions, CUGOS correspondence, financial statements and other business records as may from time to time be required by other agencies.

SECTION 6. FINANCIAL RESPONSIBILITY

It shall be the responsibility of the Board to insure that sufficient CUGOS funds are retained in a CUGOS account at a reputable commercial bank to fully pay anticipated annual costs of CUGOS operations.

To this end, the CUGOS President, in consultation with the CUGOS Treasurer and Financial Committee if so formed, shall prepare and present to the Board, a CUGOS financial plan and annual budget for the new year by the Annual Business Meeting of the current year. The annual CUGOS budget shall project anticipated summary expenses and estimated revenues arising from activities during the following calendar year.

The CUGOS financial plan shall present previous year actual, current year estimated, and following year proposed revenue, expenses, and financial balances.

The full Board may modify, but shall approve by majority vote, the CUGOS financial plan and annual budget not later than the end of the last quarter of the current year. The Board shall be responsible for ensuring that annual CUGOS revenues meet Annual CUGOS expenses and obligations, and that retained earnings do not exceed allowable limits as set forth in applicable IRS regulations.

SECTION 7. DISBURSEMENT OF CUGOS FUNDS

No disbursement of CUGOS Funds over One Thousand Dollars (\$1,000.00) may be made without two authorized signatures.

SECTION 8. FINANCIAL REPORT

Financial statements reporting the true and correct financial condition of CUGOS shall be prepared and signed by the Treasurer at least once annually and shall be presented to the board for review. Upon review, the board shall examine the status of CUGOS funds, expenses and obligations and upon accepting the report, shall direct the CUGOS President to countersign the said financial statement and enter it into CUGOS's permanent record. The treasurer shall present the approved annual financial report to the full membership during each Annual Business Meeting. A CUGOS financial statement shall be released to any CUGOS Member in good standing upon request.

SECTION 9. SELECTION OF BOARD MEMBERS

Board members may be selected for office either by interim appointment or by election, in the manner proscribed below:

A. Interim Appointment:

In the event a board vacancy exists, any CUGOS member in good standing may volunteer to serve a remaining balance of an annual term on the Board. Any member who volunteers service to CUGOS as a potential board member will be interviewed by the nominating committee and presented to the board for ratification. Ratification shall be by majority vote of the Board. At the expiration of the annual term, Board members so ratified, may be considered for election to office by the CUGOS membership at the next Annual Business Meeting, in a manner consistent with the General Election of board members specified in paragraph (b) of this section.

B. General Election:

The CUGOS Members, at the Annual Business Meeting shall elect the Board. All members of the Board so elected, shall be nominated to a slate of nominees by a Nominating Committee prior to the Annual Business Meeting. The Nominating Committee shall be appointed by the President. Additional nominations may be made from the floor when the slate is presented to the membership for approval. Nominees for board members shall be CUGOS members in good standing and shall reside and or work within the defined geographic service area of CUGOS. Nominees entered on the slate shall then be elected to office by a majority vote of the membership.

SECTION 10. TENURE OF OFFICERS AND BOARD MEMBERS

Board members and officers serve a one-year term. Officers and Board Members shall assume office at the close of the Annual Conference. Board Members may serve successive terms in any position, except that the President may not serve more than two successive terms. The period of time an Officer or Board Member may serve, in completing the unexpired term of another officer or Board Member shall not be included when applying the foregoing limitation of terms. No member shall hold more than one (1) elective office during a term with the exception of one person holding both Secretary and Treasurer positions.

SECTION 11. COMPENSATION

Officers and Board Members shall serve without compensation; except that nominal expenses, incurred on behalf of authorized CUGOS activities may be reimbursed at cost, upon presentation and verification of a receipt to the Treasurer.

SECTION 12. VACANCY

In the event of a vacancy in the office of the President, other than expiration of tenure, the Vice President shall automatically succeed to the Presidency; and may serve the remaining term of the vacated office in addition to the regular time of a succeeding term. Other board vacancies may be filled for the balance of the term, by the Board at any regular or special Board meeting as specified in Section 5 above.

SECTION 13. REMOVAL

Any CUGOS Officer, Board Member, or Agent may be removed from office by the Board if, after due and proper consideration at any regular or special Board meeting, is found by the Board to have:

- 1) been neglectful of duty as defined in these bylaws;
- 2) misappropriated CUGOS funds;

- 3) violated CUGOS Bylaws; or
- 4) otherwise performed in a manner which was unethical and seriously detrimental to the CUGOS's purpose or activities.

Removal of any officer or Board Member shall require a two-thirds (2/3) vote of all remaining Board members.

ARTICLE IV. CUGOS MEETINGS

SECTION 1. MEETINGS

At least one meeting each year shall be designated as the Annual Business Meeting of CUGOS. Monthly meetings will be scheduled at regular intervals but are optional at the discretion of the Board. Special membership meetings of CUGOS may be called at any time by the President, or at the request of a majority of the Board, or upon the written petition of ten percent (10%) or more of the members in good standing.

All CUGOS meetings, events and activities, including board meetings are open to all members in good standing.

SECTION 2. NOTICE OF MEETINGS

Written (email and/or web-site) or oral notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to all members who are designated as such on the membership roster not less than five (5) nor more than fifty (50) days before the date of the meeting.

SECTION 3. ANNUAL MEETINGS

An annual meeting of members in good standing shall be held annually at the CUGOS Annual Business Meeting, when a Board of Directors shall be elected and other such business shall be transacted as may properly be brought before the meeting.

SECTION 4. QUORUM

A Quorum of any CUGOS meeting shall consist of three (3) board members and six (6) other individual members.

SECTION 5. VOTING

At all general membership meetings of CUGOS, all members in good standing shall have one (1) vote. Not all CUGOS meetings require voting on CUGOS business, but at any that do, members may vote either in person or by proxy appointed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Unless otherwise specifically provided by these Bylaws, a majority vote of the members present and voting shall govern.

SECTION 6. AMENDMENTS

The Bylaws of CUGOS may be altered, amended, or repealed and new Bylaws may be adopted after the adoption of the original Bylaws by the affirmative vote of a majority of the Board of Directors present at any duly and regularly called and held regular or special meeting of the members.