

URISA BYLAWS

The Urban and Regional Information Systems Association

Revised January 2012

100 Membership

Membership is open to any individual or corporation with a mature, deep interest in the field of urban and regional information systems and in agreement with the objectives of the Association.

101 Categories

101.1 The categories of URISA membership are:

101.1.1 Regular: Regular professional members shall be individuals as opposed to organizations.

101.1.2 Student: Student members shall be those individuals in the United States, its Territories and Canada at the time of application who carry at least one-half of a full-time academic course load in a related discipline at an accredited institution of higher education. Student membership can be maintained for a maximum of six years from entry into membership.

101.1.3 Corporate: Corporate members shall be organizations as opposed to individuals.

101.1.4 Senior: Senior members shall 1) have been Active members for at least 20 years or 2) have reached the age of 65.

101.1.5 Past President: Reserved for the Past Presidents of URISA

101.1.6 Small Business: Small business members shall be organizations as opposed to individuals. The organization may have no more than 10 employees to qualify.

101.1.7 Federal Government Agency: A federal government agency member shall be an organization that is an administrative unit of federal government as opposed to individuals.

101.1.8 Two-Year Institution: A Two-Year Institution member shall be an academic or administrative employee of an accredited two-year college.

102 Responsibilities, Rights, and Benefits of Membership

102.1 Responsibilities – all members, with the exception of Past Presidents, are required to pay dues.

102.2 Rights – all members have the right to vote, hold office, and serve on Committees. Corporate members may designate up to four individuals to exercise these rights.

102.3 Benefits – all members will receive the URISA Journal, as well as other selected periodic publications of the Association.

103 Membership Administration

Admissions, dues rates, additional benefits, resignations and other items of an administrative nature with regard to membership shall be designed to enhance membership recruitment and retention programs and be approved by the Executive Director (or Executive Staff).

104 Expulsion, Suspension or Censure of a Member

Any member who makes use of his/her affiliation with the Association in a manner considered

in violation of the URISA Code of Ethics may be suspended by the Board of Directors after opportunity has been given the individual for a hearing before the Board of Directors, and may be expelled from the Association by a majority vote at the next meeting of the Board of Directors.

200 Organizational Structure and Management

URISA's organizational structure relies on the active participation and volunteer activities of members, is governed by a Board of Directors that provides leadership, vision and policy direction, is advised by an Executive Committee, and a Strategic Planning and Policy Committee. URISA is structured into operating divisions, whose activities are coordinated by a URISA Board member, for effective management and operation. (See appendix A). A professional Executive Director (or Executive Staff) and staff support URISA's volunteers.

201 Board of Directors

- 201.1 The Board of Directors will be comprised of 12 members who shall be the President, the President Elect, the Immediate Past President, and nine elected members of the Board and may, in addition, include a Budget Administrator.
- 201.2 The President shall propose and the Board shall approve a URISA member in good standing to represent the interests of URISA to outside organizations and serve at the pleasure of the Board.
- 201.3 In accordance with the Constitution, the Board may elect a Budget Administrator from outside the elected Board as a full voting member of the Board. The term of office shall be one year, although the Budget Administrator may be re-appointed by subsequent Boards. In no event shall the term of office exceed three years. The Budget Administrator may also serve as the Treasurer.
- 201.4 The nine elected members of the Board shall be elected for three-year terms with three members elected each year. At any given time, at least one member of the Board must be an international (non-US) member of URISA. One or more non-US URISA members may be candidates for any vacant seat in any election year. However, to ensure international representation, it may be necessary to include an international seat on the ballot at least once every three years. A minimum of two international (non-US) members of URISA will be proposed for election to this seat. All URISA members will be able to vote for the international Board member.
- 201.5 The President shall (at the beginning of his/her term) appoint Division Coordinators for each of the operating Divisions from among the current Board members.
- 201.6 Completion of the Annual Meeting of the Association shall be the beginning of the new Board term. A meeting of the new Board of Directors shall be held immediately following the Annual Meeting of the Association.
- 201.7 At the first meeting of the Board, the approximate dates and places of other 'face to face' meetings to be held throughout the year shall be determined and will normally not exceed three.
- 201.8 The time and place of any scheduled Board meeting may be altered or canceled by a majority vote of any regularly constituted meeting of the Board of Directors or by consent of a majority of all Directors and transmitted to the Headquarters in time to notify all members

of the Board.

- 201.9 Special meetings of the Board of Directors may be called by five members of the Board provided a notice is given to all other Directors including the time, place, and purpose of the meeting and the names of the Directors calling the meeting; the notice must be communicated at least 20 days prior to the meeting.
- 201.10 Special meetings of the Board may be called by the President or Executive Director (or Executive Staff). Notice of such a meeting must be transmitted to the full Board 20 days in advance and must include time, place and purpose.
- 201.11 A meeting of the Board may be held without notice if Waivers of Notice are signed by all of the Directors and such waivers are filed with the Secretary and notation thereof included in the minutes.
- 201.12 In the absence or incapacity of the Secretary, the President shall appoint a person to perform the secretarial functions.
- 201.13 A quorum shall be one-half of the total membership of the Board of Directors. In the event this is a fractional number, it shall be rounded out to the next higher whole number.
- 201.14 Reimbursement of actual and necessary expenses may be authorized by the Board of Directors.
- 201.15 In consideration of their serving as Directors or Officers, URISA shall indemnify any Director or Officer or former Director or Officer of URISA, or any person who shall have served at its request as a Director or Officer of another organization, against reasonable expense, including attorney's fees and judgments actually incurred in connection with the defense of any action, suit, or proceedings entered into by virtue of actions taken while an Officer or Director.
- 201.16 Any action required or permitted to be taken by the Board of Directors or any Committee thereof, may be taken without a meeting if all members of the Board or Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.
- 201.17 Any vacancy occurring on the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Leadership Development and Succession Planning Committee. A director so elected to fill a vacancy shall serve the unexpired term of his/her predecessor.
- 201.18 The Board of Directors may remove any Director for cause by an affirmative action of no fewer than nine of the voting URISA Board members. Prior to removal from the Board, a letter stating the recommendation for removal of the Director in question will be sent to all Board members by URISA Headquarters staff. This letter will be sent at least 60 days prior the meeting at which the vote will be taken regarding the proposed removal. The notice will contain at a minimum the reason(s) for the proposed action. At the Board meeting where this matter is considered, the Board member in question will be given the opportunity to address the full Board prior to voting on removal. The vote for removal must be taken at an official meeting of the Board, and not by fax or mail ballot. However, the Secretary of the Board will take the vote for removal in writing, and the vote will be tabulated by an ad-hoc teller committee of three Board members before the adjournment of the meeting. The Secretary will announce the results of the action to the Board immediately and to the membership

within 60 days.

201.19 As provided in the Constitution, a summary of the actions of the Board shall be presented to the membership at the Annual Meeting along with reports by the President, Treasurer, and any other member called on by the President to do so.

201.20 From time to time, special conditions may arise which call for the establishment of special-purpose, Ad Hoc Committees, Special Task Forces, or other groups to address specific issues. The President, with the approval of the Board of Directors, shall establish such Committees and appoint members to them when such conditions arise.

202 Corporate Officers

202.1 As provided in the Constitution, the Corporate Officers shall be the President, the President Elect, the Secretary, and the Treasurer. In addition, in the event a Vice President is chosen among the Board members, he/she shall be a Corporate Officer.

202.2 As provided in the Constitution, the President Elect shall be elected to serve one year as President Elect, one year as President and one year as Past President.

202.3 As provided in the Constitution, the Board of Directors may select from among its members a Vice President who will then serve as a Corporate Officer.

202.4 As provided in the Constitution, in the event of the incapacity of the President to complete the term of office, the President Elect shall fill the unexpired term. In the event both the President and President Elect are unavailable for service, the Board will elect a President to fill the unexpired term.

202.5 As provided in the Constitution, the Board must select a Secretary and Treasurer to serve for a one-year term. Both offices may be held by one person.

203 Board Committees

The purpose of the following Board Committees is to provide advice and recommendations to the URISA Board of Directors. These committees may be inactive at some times or used only on an as-needed basis. Members of these Committees are designated by the President and/or the Board of Directors as outlined below.

203.1 Executive Committee:

The Executive Committee shall consist of the President, the President Elect, the Past President and other members of the Board as may be selected by the President with the approval of the Board of Directors, to exercise powers and assume the duties of management as directed by the Board of Directors and as may be outlined in the Bylaws, subject to the following limitations:

203.1.1 That the Board of Directors may at any meeting overrule any act or decision of the Executive Committee;

203.1.2 That the Board of Directors may suspend at any meeting, any power conferred upon the Executive Committee by resolution or by these Bylaws, such suspension to remain in effect pending repeal of any Bylaw conferring such power; or,

- 203.1.3 That the Board of Directors may direct any action or plan of the Executive Committee.
- 203.1.4 Meetings of the Executive Committee shall be called by the President and notice thereof shall be communicated at least twenty days in advance and shall include time, place, and purpose of the meeting.
- 203.1.5 The term of office for each member of the Executive Committee shall begin with his/her installation at the Annual Meeting and terminate with the installation of the new members at the next Annual Meeting.
- 203.1.6 The Executive Committee shall be responsible for the day-to-day management of URISA and shall prepare and present an annual budget to the Board of Directors for approval.
- 203.1.7 The Executive Committee may authorize conventions, conferences and meetings of URISA and approve their dates and locations.
- 203.1.8 One-half of the members of the Executive Committee shall constitute a quorum. In the event this is a fractional number, the next higher whole number will be used.
- 203.2 Strategic Planning Committee:
The Strategic Planning Committee (SPC) is charged with reviewing matters referred by the Board of Directors on items of a strategic planning nature. Further, they shall dutifully update and disseminate the Association's strategic plan. The Committee shall be comprised of the President-Elect, the Past President, and one each from the first, second, and third year board member terms. The Chair of the SPC will be the President-Elect. The President will select the Board members to serve on the SPC from the first, second and third year terms annually.
- 203.3 Finance Committee:
The Finance Committee is charged with reviewing matters referred by the Board of Directors on items related to the financial health and well being of the Association. Further, they shall work with the Association's Treasurer on matters of budget and finance, as requested by the Treasurer. In particular, the Finance Committee will assist the Treasurer in the review of the annual Association budget and with the development of financial policies and investment strategies.

The Committee shall be comprised of the Treasurer, at least two other Board members, and at least two other Association members in good standing. The Treasurer will be the Chair of the Finance Committee. The President will select the Board members to serve on the Finance Committee. The Treasurer will select the other Association members to serve on the Finance Committee, subject to the approval of the President.

204 Standing Committees

The following Standing Committees will receive their direction from the Board of Directors by way of the Division Coordinator and provide a report of their accomplishments no less than annually to the Division Coordinator who will report the Committee's activities to the Board of Directors. The purpose of these committees is to carry out the Association's mission and to execute its strategic plan. Any member in good standing may volunteer to participate and/or serve as Chair of these Committees, except where membership is explicitly limited as described below. Chairs of these Committees will be confirmed by the Board Division Coordinators. These committees may be inactive at some times or used only on an as-needed basis.

- 204.1.1 Except as otherwise noted herein, Standing Committees shall strive to have at a minimum an Associate Chairperson, a Chairperson and an immediate Past Chairperson, providing for operational continuity. The Associate Chairpersons shall be appointed annually by the Division Coordinator. Associate Chairperson appointments shall be approved by the Board of Directors unless otherwise noted. Each newly appointed Associate Chairperson shall rotate upward through the other two Chair positions, providing a term of service in the leadership of the Committee of three years.
- 204.1.2 No person shall be a member of any Association Committee unless that person is a member in good standing of the Association.
- 204.1.3 Other committee members shall be appointed by their respective Committee Chairperson as needed to fulfill the objectives of the Committee.
- 204.1.4 Committee terms of office shall begin at the conclusion of the annual conference, unless otherwise noted.
- 204.1.5 Unless otherwise specified, the term of appointment for the Committee members shall be one year. However, acceptance of appointment may carry with it the understanding that a member would normally be re-appointed annually to serve for not more than six consecutive years dependent on continued active participation and current needs.
- 204.1.6 The detailed functions, scope, and responsibility of each Committee, together with rules for operation and guidance as recommended by the Committee, shall be subject to the approval of the Board of Directors and after approval shall become part of the Board Policy Manual.
- 204.1.7 Committees shall submit and operate within a Board approved budget.
- 204.2 EDUCATIONAL PROGRAM DIVISION Committees
- 204.2.1 Annual Conference Committee: The Committee is charged with producing the Association's annual educational conference. The Annual Conference Committee shall be composed of its Chair, the immediate Past Chair and the following Subcommittee Chairs: Program, Associate Program, Abstract Review, Project Showcase, Industry/Exhibitor Relations, Local Arrangements, Workshop. Subcommittees of the Local Arrangements Subcommittee shall be composed of such members as may be appointed by the Local Arrangements Subcommittee Chair. Annually, the Division Coordinator shall appoint an Associate Program Chair who will rotate upwards to Program Chair and then to Conference Chair the following year. The Division Coordinator will make every effort to appoint individuals from the pool of knowledgeable and experienced Conference Committee members and Subcommittee members.
- 204.2.2 Curriculum Development Committee: The Committee is charged with developing and maintaining educational materials; fostering, recruiting, and coordinating authors, instructors, and presenters of URISA's educational material, and maintaining the quality of that educational material. The Curriculum Development Committee shall be composed of its Chair, such members as may be appointed by the Committee Chair and the following Subcommittee Chairs: Workshop Development, URISA Leadership Academy, Policy and Procedures, Educational Material Quality and any other subcommittee the Committee may create. All Subcommittees shall be composed of such members as may be appointed by each Subcommittee Chair.

204.2.3 Other Conferences and Workshops: On an as-needed basis, other committees may be formed, or individuals designated, to develop and deliver regional and special interest conferences and workshops to meet the needs of the membership.

204.3 PUBLICATIONS DIVISION Committees

204.3.1 Journal Editorial Board: The Editorial Board is charged with producing the Association's refereed journal. The primary purpose of the journal is to provide and share knowledge about information systems among managers, users, developers and educators, so that improved systems can be developed and used more effectively and equitably at all levels of government. Publication of the URISA Journal shall be vested in an Editor-in-Chief who serves a 3 year term. An Editor-in-Chief may be reappointed to additional three year terms. An Associate Editor will be appointed assist the Editor-in-Chief for a 3 year term. Should the Editor-in-Chief role become vacant, the Associate Editor may choose to assume the role of Editor-in-Chief. If that is not the case, the Board of Directors will appoint a new Editor-in-Chief. Other Editors shall be appointed by the Editor-in-Chief for three-year terms and may also be appointed for additional terms. The Editor-in-Chief, Associate Editor and other Editors shall comprise the URISA Journal Editorial Board. Additional article reviewers shall also be selected by the Editorial Board on an as needed basis.

204.3.2 Publications Committee: The Committee is charged with development of printed publications (except for the URISA Journal) and URISA Web site content provided to the public, URISA members, and publication service subscribers. The Web site will serve as a central repository of URISA activities, news, and educational materials of potential use to the members and to increase the presence of URISA within the professional community. The Committee's primary purpose is to provide and manage content that offers increased value to the members.

204.4 OPERATIONS DIVISION Committees

204.4.1 Marketing Committee: This committee is charged with developing and implementing programs to: market the organization; advertise its activities, programs and initiatives; and attract and retain URISA members.

204.4.2 Special Awards Committee: This Committee is charged with developing awards that recognize members for their contributions to the association and community at large, recommending award recipients to the Board of Directors, and administering the awards program at the Annual Conference. The Immediate Past President shall serve as the Chair of the Special Awards Committee, and shall appoint at least two additional members, including at least one current URISA Board member and one non-Board member.

204.4.3 Exemplary Systems In Government Awards Committee: This Committee is charged with the development, administration and selection of awards for recognition of exceptional achievement in the application of information technology that has improved the delivery and quality of government services.

204.4.4 Horwood Paper Awards Committee: This Committee is charged with the administration and selection of award recipients for recognition of excellence from papers presented for inclusion in the URISA Annual Conference Proceedings. The Horwood Critique Award Committee will consist of a Chair and Associate Chair and a minimum of six reviewers. The Chair of the Horwood Critique will be a member of the Publications Committee or a URISA member recommended by the Publications Committee and approved by the

Executive Committee. At least three members of the committee shall be members of the Editorial Board of the *URISA Journal*. At least three members of the Committee shall be URISA members whose primary affiliation is an academic institution. Other members of the Horwood Critique Award Committee shall be recommended by the Publications Committee and approved by the Executive Committee. The procedure for conducting the reviews shall be developed by the Chair of the Horwood Critique Award Committee, reviewed by the Publications Committee and approved by the Executive Committee. Any member of the Horwood Critique Award Committee whose paper has been nominated by the Horwood Critique Award shall be disqualified from participating in the review process. Members of the Horwood Critique Award Committee will be appointed for 3- year staggered terms.

204.4.5 Leadership Development and Succession Planning Committee: This Committee is charged with recommending a slate of candidates to serve on the URISA Board of Directors in accordance with the Association's Bylaws and to propose candidates to serve in the post of Whistleblower Policy Compliance Officer. This Committee also identifies people for future leadership roles. Committee member terms of office begin on January 1 and end of December 31. The immediate Past President shall propose and the Board approve the members of the Committee. No fewer than five or more than seven members shall serve. The chair of the committee shall be someone who previously served in a URISA leadership position. Other members shall be solicited from outside the Board.

204.4.6 Teller Committee: The Committee annually validates the votes from the annual ballot distribution. Additionally, this committee serves as the Sergeant At Arms at Association Business meetings assuring that proper voting and parliamentary procedures are followed.

204.4.7 GIS Management Institute Committee: This committee is charged with development of a business plan, budget, funding proposal, operating plan, and other related documents, as well as for activities necessary for or requested by the Board to plan and develop the GIS Management Institute.

204.5 OUTREACH DIVISION Committees

204.5.1 Chapter Relations Committee: This Committee facilitates communications between Chapters and between the URISA Board and the Chapters, and assists Chapters with chapter organization and development.

204.5.2 Industry Relations Committee: The URISA Industry Relations Committee encourages the active participation of companies in URISA to support its educational programs and to provide the industry with a forum for communication with spatial information technology users.

204.5.3 Liaisons: Liaisons are individuals appointed to interface with related organizations to facilitate the active participation, cooperative programs, and exchange of ideas.

204.6 Policy Advisory Committee: The Policy Advisory Committee is charged with recommending formal policy positions on matters that:

- Pertain directly to URISA's mission
- Do not involve partisan political lobbying or direct support for a political party or candidate
- Are raised and reviewed, and the position recommended, in accordance with the established procedures of the Committee

The Committee may take up matters upon referral by the Board upon its own initiative, or upon request by any URISA member. Further, the Committee shall prepare, for

consideration by the URISA Board, recommendations for official resolutions, position statements, or formal comment submittals on policy matters.

The Committee shall include at least one member of the Board of Directors who will serve as the official Board liaison.

The Committee shall provide advice and recommendations to the Board. The Committee shall not make decisions for the Association related to policy or other matters. Nothing herein shall preclude the Board from considering any policy matter or taking any policy position without seeking advice from the Committee.

205 Chapters

The Board of Directors shall consider and may approve the establishment of Chapters of the Association upon receiving a petition signed by 10 or more active members of the Association. The Board of Directors may also withdraw approval from existing of Chapters if the continued existence of such a Chapter is not in the best interests of the Association. The chapters shall be designated to encompass a geographic area that does not overlap with the geographic area of another Chapter.

205.1 Name. The approved Chapter shall be known as the " _____ Chapter of the Urban and Regional Information Systems Association."

205.2 Establishment. The Board will require chapters to undergo an initial probationary organizing period until the chapter demonstrates it is actively providing services to members and has met organizational requirements for chapters as defined in Association chapter procedures.

205.3 Bylaws. Each Chapter shall adopt a set of Bylaws in accordance with the Constitution and Bylaws of the Association and submit them to the Board of Directors for approval. All subsequent changes in chapter bylaws must be approved by the Board of Directors.

205.4 Officers. Each Chapter shall have at a minimum a President, a Vice President, a Treasurer and a Secretary. The duties of these officers shall be those normally pertaining to their posts. No person shall be President, Vice President, Treasurer or Secretary unless that person is a member in good standing of the Association.

205.5 Dues. A Chapter may levy dues for Chapter membership.

205.6 Membership. Chapter members are encouraged to be members of the parent Association.

205.7 Meetings. Chapters are authorized to conduct business meetings at such times and places as they may choose. Chapters should to provide headquarters with promotional material for any conference, seminar, workshop, or other education meeting promoted beyond the actual membership of the Chapter.

205.8 Publications. Chapters are encouraged to promptly file copies of all Chapter publications including newsletters with the Association Headquarters.

205.9 Financial Responsibility. All financial commitments made by a Chapter are solely the responsibility of that Chapter. The Association disclaims all financial responsibility with regard to the actions or commitments of any or all Chapters of the Association. Chapters must submit financial reports to the Headquarters as part of the annual report.

- 205.10 Cooperative Events. The Association and individual Chapters may undertake cooperative seminars, workshops, or other educational meetings. The payment of expenses and sharing of revenues may be negotiated based on the roles assumed by each party.
- 205.11 Annual Report. Chapters will submit an annual report to the Association which will list current officers, activities held during the year, a financial summary, and other such information specified in Association chapter procedures.
- 205.12 The Association will periodically provide chapters with current chapter procedures.
- 205.13 The Association may require Chapters to approve and sign a URISA Chapter Affiliation Agreement that outlines the terms and conditions of their status as a URISA Chapter.
- 205.14 The URISA Board may establish annual Chapter Dues.

206 Special Interest/Issue Groups

- 206.1 Name The approved Special Interest Group shall be known as the "_____ Special Interest Group of the Urban and Regional Information Systems Association."
- 206.2 Mission Statements. Each SIG will provide a mission statement (short and long form) with their petition of formation. It will describe the field of interest, and describe the objective of the Special Interest Group.
- 206.3 Officers. The officers of each Special Interest Group shall be two Co-Chairpersons. The Co-Chairpersons serve overlapping two-year terms. Should an appropriate successor not be available, a Co-Chairperson may be re-appointed for an additional one-year term. No person shall be Special Interest Group Chairperson or Vice-Chairperson unless that person is a member in good standing of the Association.
- 206.4 Membership. No person shall be a member of a Special Interest Group unless that person is a member in good standing of the Association.
- 206.5 Dues. SIG's may levy dues on their membership. Rates for SIG dues will be set in coordination with the URISA Treasurer and Executive Director (or Executive Staff) and will be billed on the Association's annual dues statement.
- 206.6 Meetings. Special Interest Groups are authorized to conduct business meetings at such times and places as they may choose. Any conference, seminar, workshop, or other educational meeting conducted by a Special Interest Group must be approved by the Board of Directors.
- 206.7 Publications. Special Interest Groups may not undertake any publication activities other than the preparation and distribution of information newsletters to its membership without prior approval of the Board of Directors. Special Interest Groups are required to promptly file copies of all Special Interest Group publications with the Executive Director (or Executive Staff).
- 206.8 Financial Responsibility. As SIG's are not separately incorporated and are therefore the responsibility of the Association, all SIG's must maintain their financial records at URISA Headquarters, who will make all disbursements and process all cash receipts on behalf of SIG's, as well as complete all federal and state filing requirements on behalf of the SIG. SIG's are required to submit and operate within Board approved budgets.

206.9 Decommissioning. A Special Interest Group that is unable to enlist a Junior Leader at the annual conference will be allowed to operate for one year with one Leader. When a Special Interest Group is unable to enlist a Junior Leader for the second year the SIG will be provided with a decommission recommendation. The Board approves decommission recommendations.

207 Executive Director (or Executive Staff)

207.1 The Executive Committee shall have the authority to contract for the professional management services of an Executive Director, or hire Executive Staff, who shall be responsible for the day-to-day administrative and management affairs of the Association. Duties, responsibilities, and fees of such service shall be established by the Executive Committee and delineated in the form of an employment contract with an Executive Director, job description and within the organization's Policy Manual.

208 URISA Headquarters

208.1 A URISA Headquarters office shall be established to serve the membership and perform the day to day functions necessary to the ongoing and effective operation of the Association.

208.2 Other URISA offices will be established, as necessary, to serve the needs of the Association.

208.3 The URISA Headquarters and all other URISA offices and staff shall be under the direct supervision of the Executive Director (or Executive Staff).

209 Nomination and Election Procedures

209.1 In accordance with the Constitution, the Leadership Development and Succession Planning Committee shall submit to the Board of Directors the names of at least one candidate, but preferably two or more, for each position available on the Board of Directors and for President Elect.

209.2 The list of names submitted by the Leadership Development and Succession Planning Committee shall be approved by the Board of Directors and published not later than 165 days prior to the 1st day of that year's Annual Conference. In the event that a nominee withdraws from consideration after 165 days prior to the 1st day of that year's Annual Conference, space shall be provided on the ballot for a write-in selection.

209.3 Members with voting rights may propose names to be added to the ballot for all elective offices. Such petition shall set forth the office, the term of office, the name of the proposed candidate, and when completed, shall be submitted to the Board of Directors. The petition must be received at the Headquarters (see paragraph 208.1) no later than 165 days prior to the 1st day of that year's Annual Conference. Petitions must include signatures of at least one percent of the members voting in the last election for the Board of Directors or 15 members, whichever is greater.

209.4 Each candidate, prior to his/her name being placed on the ballot, must confirm his/her willingness to serve. The ballot shall contain all of the candidates listed in random order and shall be distributed to the membership by 105 days prior to the 1st day of that year's Annual Conference and must be returned to a predetermined address on or before 60 days prior to the 1st day of that year's Annual Conference.

- 209.5 The ballots shall be counted under the supervision of the Teller Committee as soon as practical after 60 days prior to the 1st day of that year's Annual Conference. The candidate for President Elect with the most votes will be the winner. The three Board of Directors candidates with the most votes will be the winners. After initial verification by the Teller Committee, if a tie exists between the President Elect candidates receiving the most votes and /or a tie exists between the Director candidates receiving the third highest number of votes, a special run-off election shall be held to resolve the tie between those candidates. The special election shall commence within one (1) week of the certification of the results by the Teller Committee and shall last no longer than 21 calendar days. Following the special election, the Teller Committee shall be reconvened to certify the vote count. When the highest vote recipients have been determined by the Teller Committee, the election results shall be forwarded to the Board of Directors. After formal receipt of the results by the Board of Directors, all candidates shall be informed of the election outcome. The results shall be announced to the general membership during the Annual Meeting.
- 209.6 In the event a candidate running for office withdraws from the election process, election will be made from the remaining candidates. If no candidate remains after the withdrawal, the matter shall be referred back to the Leadership Development and Succession Planning Committee to recommend new candidates for the position. A 21-day special election will be held to fill the position.

210 Amendments

- 210.1 Before an amendment to the Constitution is submitted to the voting members, it shall be reviewed by the Executive Committee to determine language and technical conformance.
- 210.2 As provided in the Constitution, changes in the Constitution may be proposed by action of the Board of Directors or by petition of 25 members and shall be adopted upon affirmative vote of two-thirds of the members voting by mail ballot, provided that 60 days notice of the proposed change was mailed to all members.
- 210.3 As provided in the Constitution, changes in the Bylaws may be made with a two-thirds vote of the Board of Directors favoring the change, provided the proposed change was mailed to the Board 20 days prior to the meeting at which the change is to be voted on.

211 Programs

The Board of Directors shall consider and may approve the establishment of Programs of the Association upon receiving a request, presentation, and strategic and operational plan from active members of the Association. Programs will operate under the auspices of the Urban and Regional Information Systems Association, be guided by a core committee (Steering Committee) of volunteers, have a defined vision, mission and goals, and establish a budget and funding mechanism. The Board of Directors may also withdraw approval from existing Programs if the continued existence of such a Program is not in the best interests of the Association.

- 211.1 GISCorps. In October 2003, URISA's Board of Directors unanimously endorsed the GISCorps as an initiative under URISA's auspices. GISCorps is run by a Core Committee. GISCorps offer volunteers to provide GIS services such as: performing needs assessment and strategic planning, conducting technical workshops, database modeling, disaster management, and remote sensing, and related activities.

212 Whistleblower Policy

212.1 The Board of Directors shall adopt and implement a Whistleblower Policy that protects persons who report suspected improper behaviors from retaliation. The persons to be so protected by the policy are directors, officers, and employees of the Association. The intent of the policy is to facilitate the reporting of suspected behaviors in a manner where they can be independently investigated.

212.2 The position of Compliance Officer is created to implement the Whistleblower Policy of the Association. The Board shall annually appoint a person to serve as Compliance Officer, who shall be a member in good standing of the Association. The Leadership Development and Succession Planning Committee shall identify candidates for the position, or may recommend that the incumbent serve for an additional year.

212.3 The Compliance Officer shall have the duties expressed in the Whistleblower Policy, which shall generally include the authority to receive and investigate allegations of improper behavior, and to recommend corrective actions to the Executive Director, in the case of allegations related to an employee, or the Board of Directors. When appropriate, the Compliance Officer shall also forward compiled evidence and reports to other bodies, such as the GIS Certification Institute for instances of suspected unethical behavior by a person certified by that organization, or to local law enforcement agencies, such as when suspected illegal activities may have occurred.

212.4 The Finance Committee shall be responsible for drafting and proposing updates to the Whistleblower Policy. The Compliance Officer shall annually report his or her activities to the Finance Committee and suggest changes to the Whistleblower Policy. The Compliance Officer may also consult with the Finance Committee at any time with regard to interpretation of the Whistleblower Policy or its application to a particular situation.

300 Conventions and Meetings

301 Annual Business Meeting

301.1 As provided in the Constitution, the Annual Business Meeting of the Association shall be held at such a time and place as the Board may designate.

301.2 During this meeting, as part of the Secretary's report, a summary of the actions of the Board shall be presented to the membership. Additionally, reports shall be presented by the President, Treasurer and any other member called on by the President to do so.

301.3 The Order of Business of the annual Business Meeting of the Association shall be as follows:

301.3.1 The Call to Order

301.3.2 Reports of the Officers and Committees

301.3.3 Election or Report of Election of Officers and Directors

301.3.4 New Business

301.4 A mail notice concerning new business to be considered at the Annual Business Meeting must be circulated to the entire active membership at least 60 days prior to the Annual Business Meeting. A mail ballot may be ordered by a majority vote of the members present at the Annual Business Meeting or, by a petition of at least 25 active members made to

URISA Headquarters. All petitions must be complete and accurate and received at URISA Headquarters at least 120 days prior to the Annual Business Meeting.

302 Parliamentary Authority

302.1 The Parliamentary Authority for meetings of URISA shall be "Robert's Rules of Order Newly Revised."

**Appendix A
URISA Organizational Structure**

