



**Urban and Regional Information Systems
Association**

BYLAWS

**Adopted
October 18, 2015**

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100 AUTHORITY AND DEFINITIONS

101 Authority; Amendments; Policy Manual

101.1 These bylaws are created by authority of the Urban and Regional Information Systems Association (hereinafter referred to as “URISA” or “Association”) Constitution Article VIII. The Bylaws are delimited in scope as provided therein and may be amended as provided therein.

101.2 These bylaws are supplemented by the URISA Policy Manual, which contains detailed administrative polices and operating procedures of the Board of Directors (hereinafter referred to as ‘Board’), Executive Staff, and committees. The Policy Manual may be amended by majority vote of the Board. Staff and committees do not have power to amend the Policy Manual.

102 Terms and Definitions

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| Annual Business Meeting | A meeting held once per year at which the board members who have completed their terms of service are recognized and new board members are introduced. This meeting is open to all URISA members. |
| Annual Conference | An annual gathering of URISA members and non-members interested in the fields of urban and regional information systems and the use of GIS and associated technologies; for consultation, education and discussion. |
| Annual Meeting | Same as Annual Conference. |
| Board Meeting | A meeting of the Board of Directors, whether in person, by teleconference, or by other medium such as email. |
| Board Year | Within these bylaws, the term “Board year” means the period from the conclusion of one Annual Business Meeting through the conclusion of the next Annual Business Meeting. |
| Committee | A group of persons authorized by the Board to perform some service or function. |
| Committee Liaison | A Board member assigned by the Board to facilitate communication between the Board and a committee. |
| External Liaison | A URISA member in good standing named by the Board to represent the interests of URISA to an outside organization. |

200 MEMBERSHIP

201 Membership Categories and Administration

The Board shall define membership categories and set policy for their membership rights, privileges, services, dues, and duties. The Board may create trial or short-term

membership categories and policies. Membership categories are defined in the URISA Policy Manual. Membership administration is delegated to the Executive Director.

202 Membership Rights, Privileges, and Services

202.1 All members, with the exception of past presidents, are required to pay dues.

202.2 All individual members are bound by URISA's Code of Ethics.

202.3 If a membership category allows an organization (for example, a corporation, government agency, or academic institution) to provide memberships for named individuals, each named individual, and not the organization, has the rights and privileges of membership.

202.4 Membership is not transferrable or assignable.

203 Expulsion, Suspension or Censure of a Member

As determined by the Board, any member delinquent in dues shall be notified of such delinquency and may be suspended from further services or dropped from membership, and thereupon forfeit all rights and privileges of membership. The Board, if it finds that any member has made use of his or her affiliation with URISA in a manner considered by the Board to be improper or in violation of URISA's Code of Ethics, may by majority vote censure, suspend, or expel the member. Such action shall be taken only after the individual has been given an opportunity for a hearing before the Board. No dues shall be refunded to any member.

300 BOARD OF DIRECTORS

The elected officers of URISA are defined in the Constitution, Article IV Section 1.

301 Terms, Meetings, Rules

301.1 Each year at least one member of the Board shall be from outside the United States.

301.2 The President shall, at the beginning of his/her term or at such other times as may be required, appoint with the concurrence of the Board, a Committee Liaison for each of URISA's committees from among the current Board members. The Liaison shall have the responsibilities given in Bylaws Section 400 (Committees).

301.3 Each new board member's term shall begin upon conclusion of the Annual Business Meeting of URISA immediately following that person's election, and continue until the conclusion of the third Annual Business Meeting of URISA following that person's election.

301.4 If a Board member cannot complete his or her term, the President shall recommend to the Board a candidate or candidates to fill the vacancy as soon as practicable. Upon appointment by the Board, the candidate so appointed shall serve the remainder of the term of his or her predecessor.

- 301.5 Any or all of the directors may be removed for cause or without cause by action of a majority of members. Prior to removal from the Board, a letter stating the recommendation for removal of the Director in question will be sent to all members by the President or, if the President is the subject of the recommendation, by the Immediate Past President. This letter will be sent at least 60 days prior to 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 meeting where this matter is considered, the Board member in question will be given the opportunity to address the membership prior to its' voting on removal. The Secretary will announce the results of the action to the membership within 10 days.
- 301.6 A meeting of the new Board shall be held during the Annual Conference following the Annual Business Meeting. At this meeting, the Board shall set the approximate dates and places of other in-person meetings to be held between then and the next Annual Conference.
- 301.7 Other meetings of the Board may be held at such times and by such means as are mutually agreeable among the Board's members.
- 301.8 The time and place of any scheduled Board meeting may be altered or canceled by a majority vote at any regularly constituted meeting of the Board, or by consent of a majority of all Directors. Changes shall be communicated by written correspondence (such as electronic mail) to the President in time to notify all members of the Board according to protocols defined in the policy manual.
- 301.9 If matters arise that require immediate decision, the President or Executive Director may convene an emergency meeting. If necessary the meeting, including motions and votes, may proceed by written correspondence (such as electronic mail) in place of voice teleconference. When discussing or voting by written correspondence, the President may set a deadline by which comments or votes must be received. Any decision made in an emergency meeting shall be recorded in the minutes of the next scheduled Board meeting.
- 301.10 The Parliamentary Authority for all Board meetings shall be the latest edition of "Roberts Rules of Order Newly Revised".
- 301.11 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.

302 Corporate Officers

- 302.1 URISA Corporate Officers shall be the President, the President Elect, the Immediate Past President, the Secretary, and the Treasurer.
- 302.2 At the beginning of each Board year the new Board President shall recommend, for confirmation by the Board, persons from among the nine Board members at large to serve as Board Secretary and Board Treasurer. Confirmation is by majority vote of

the Board. Upon confirmation, the Secretary and Treasurer shall hold their offices for the remainder of the Board year.

302.3 In the absence or incapacity of the Secretary during a Board meeting, the President shall appoint a person to perform the functions of that office.

303 Responsibilities of Corporate Officers

303.1 President

- Chairs all meetings of the Board and Executive Committee. In the absence of the President, chairmanship shall devolve to the other corporate officers in the following order: Immediate Past-President, President-Elect, Secretary, and Treasurer.
- Sets the agenda for Board and Executive Committee meetings and communicates the agenda to other Board members and (for Board meetings) the Executive Director in advance of the meeting.
- Transmits communications to external bodies and individuals on behalf of the Board and the association.
- Has authority to sign checks or other financial instruments on behalf of the Association, or authorize transfer of funds between accounts.

303.2 Immediate Past President

- Chairs the Special Awards Committee.
- Serves as Liaison from the Board to the Past Presidents Council.
- Proposes members of the Leadership Development Committee.

303.3 President-Elect

- Chairs the Strategic Planning Committee.

303.4 Secretary

- Takes the minutes at Board meetings and prepares them for Board approval in a timely fashion. Minutes should include, at minimum, all Board actions during the meeting.
- Ensures that the Bylaws and Policy Manual documents are updated when amended by the Board, and that current copies of each are posted on the URISA website.
- Ensures that the Board calendar is maintained, and that the Board receives timely notice of each meeting.
- Prepares and presents at the annual business meeting a summary of the actions taken by the Board in the past year and any other relevant information.

303.5 Treasurer

- Oversees Association finances and financial management, keeps the Board informed thereof, and recommends changes to the Board when appropriate.

- Oversees Association financial management policies, and the development and recommendation of policy changes to the Board.
- Oversees preparation of the annual budget for Board approval.
- Oversees preparation of the annual end of fiscal year financial report for Board review and approval. The report will clearly state the financial position of the organization and any major non-routine financial transactions.
- Prepares and presents the Association financial report at the annual business meeting.
- May order an audit of the Association finances.
- Has authority for signing checks or other financial instruments on behalf of the Association, or authorize transfer of funds between accounts.
- Chairs the Finance Committee.

303.6 **Delegation of Officers' Responsibilities**

Some of an officer's duties may be performed in part or wholly by staff, other Board members or volunteers, but ultimate responsibility for their performance remains with the officer.

304 **Committees**

304.1 **Executive Committee**

304.1.1 **Purpose and Scope.** The Executive Committee may meet as needed to consider any matter of concern to Board leadership. In addition, the Executive Committee shall negotiate the employment contract of the Executive Director, conduct a performance review of the Executive Director annually, and conduct an annual onsite Headquarters operations review. The Executive Committee may meet on other matters pertaining to Board business at the direction of the President or any two other members.

304.1.2 **Membership and Chairmanship.** The Executive Committee is chaired by the President and is comprised of the President, the President Elect, the Immediate Past President, the Secretary, and the Treasurer.

304.1.3 **Committee-specific Policies and Procedures.** None.

304.2 **Finance Committee**

304.2.1 **Purpose and Scope.** The Finance Committee provides advice to the Board related to the financial health and well-being of URISA and shall work with URISA'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 URISA budget and with the development of financial policies and investment strategies.

304.2.2 **Membership and Chairmanship.** The Committee shall be chaired by the Treasurer. The committee shall include at least two other Board members, who shall be selected by the President, and at least two other URISA members who are not on the Board, who shall be selected by the Treasurer, subject to the approval of the President.

304.3 **Strategic Planning Committee**

304.3.1 **Purpose and Scope.** The Strategic Planning Committee is charged with maintaining URISA's strategic plan and reviewing matters referred to it by the Board.

304.3.2 **Membership and Chairmanship.** The Committee shall be comprised of the President-Elect, the Immediate Past President, and one Director each from the first-, second-, and third-year Board members. The Chair of the Strategic Planning Committee will be the President-Elect. The President will annually select the directors to serve on the Strategic Planning Committee from the first, second, and third years of their terms.

304.3.3 **Committee-specific Policies and Procedures.** None.

304.4 **Other Committees:** Other committees are defined in the Policy Manual.

305 **Nomination and Election Procedures**

305.1 The Leadership Development Committee (acting as the Nominations Committee as defined under Article IV Section 2 of the Constitution) shall submit to the Board 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 no later than 120 days prior to the first day of that year's Annual Conference.

305.2 Members in good standing may respond to a Call for Nominations announced by the Leadership Development Committee with submissions due no later than 150 days prior to the first day of that year's Annual Conference.

305.3 To ensure non-US representation, the Board may reserve one board seat for a non-US member and direct the Leadership Development Committee to propose at least one (but preferably two or more) non-US members as candidates for the seat. All URISA members will be able to vote for the non-US Board member.

305.4 The list of names submitted by the Leadership Development Committee and/or by nomination shall be used by the Board to form the ballot for that year's election, provided that the Board may ask the Leadership Development Committee to provide additional names for any particular office prior to finalizing the ballot no later than 100 days prior to the first day of that year's Annual Conference.

305.5 Each candidate, before his or her name is placed on the ballot, must be informed of the duties and obligations of a leadership role and must confirm his or her willingness to serve and fulfill those obligations. Candidates will provide a photo, a brief biography and statement for the ballot that will be provided to the membership.

305.6 All URISA members in good standing will be able to vote. Balloting may be done by any means that provides for a secret ballot with security, an audit trail, and no

duplication of votes. The ballot shall contain all of the candidates for a given position listed in random order and shall be distributed to the membership at least 90 days prior to the first day of that year's Annual Conference. Votes may be cast until 60 days prior to the first day of that year's Annual Conference. The election ballot shall also contain a 'write-in' space for the entering of the name of any member not printed on the ballot for election to each position on the ballot.

- 305.7 Headquarters staff shall distribute voting instructions to members in good standing and perform verification of ballots. No Board member and no candidate for office shall participate in the oversight of any portion of the voting process.
- 305.8 The ballots shall be counted and verified by members of a Teller Committee as soon as practical after the voting period ends. The candidate for President Elect with the most votes will be the winner. In the event that the seat assigned to the International Board member is not vacant, the three Board candidates with the most votes will awarded the seats. In the event that there is an international seat open during an election, the international candidate with the most votes will be awarded one board seat and the two non-international candidates with the most votes will be awarded the two remaining board seats.
- 305.9 When the Teller Committee has completed counting the ballots, the Executive Director shall immediately forward the results to the Board President. The Board President shall inform all candidates of the outcome, and then inform the other Directors. The results shall be announced to the general membership during the Annual Business Meeting or at any time prior to that meeting, as may be determined by the Board.
- 305.10 If a tie exists between the President Elect candidates receiving the most votes and / or a tie exists between the Director candidates so that a Directors seat cannot be awarded, 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 and shall last no longer than 21 calendar days. Members shall be provided the same candidate information as was provided with the original ballot. Voting and vote counting procedures shall be the same as in the initial election.
- 305.11 In the event a candidate running for office withdraws from the election process, the election will be made from the remaining candidates. If no candidate remains after the withdrawal, the Board shall refer the matter to the Leadership Development Committee to recommend new candidates for the position. A 21-day special election may be held to fill the position if the withdrawal occurs after the voting period has begun.

306 Association Meetings

- 306.1 In order to facilitate member participation, URISA meetings may be conducted by conference telephone or other communications equipment which permits all persons participating in the meeting can to each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

306.2 The Parliamentary Authority for meetings of URISA shall be the latest edition of "Robert's Rules of Order Newly Revised."

307 External Liaisons and Affiliations

307.1 **External Liaisons.** The President may appoint, subject to Board confirmation, a URISA member in good standing to represent the interests of URISA to any outside organization on which representation is desired. Such representative shall serve at the pleasure of the Board. Appointment shall be for a term not to exceed one year coincident with the leadership of the affiliated organization, renewable indefinitely at the pleasure of the Board. The Secretary shall maintain a list of liaisons and their terms.

307.2 **Affiliations.** The Board may enter into affiliation agreements with external associations or other legally defined groups that share common interests with URISA. Such affiliation agreements, as may be negotiated by the parties, shall control the relationship. Unless specified in the affiliation agreement, affiliated organizations that are not recognized URISA chapters shall not be represented on the Chapter Advisory Board.

308 Whistleblower Policy

308.1 The Board has adopted and implemented 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 URISA. The intent of the policy is to facilitate the reporting of suspected behaviors in a manner where they can be independently investigated.

308.2 The Compliance Officer implements the Whistleblower Policy of URISA as defined in the URISA Policy Manual. The Board shall annually appoint a person to serve as Compliance Officer, who shall be a member in good standing of URISA. The Leadership Development Committee shall identify candidates for the position, or may recommend that the incumbent serve for an additional year.

400 COMMITTEES

401 Creation and Governance

401.1 The Board may create, disband, redefine, and give direction to any committee as needed to carry out URISA's mission and to execute its strategic plan. Bylaw Section 304 describes committees comprised entirely or mostly of Board members; all other committees are described in the Policy Manual. Each committee description gives the purpose and scope of the committee, its membership and chairmanship rules, and any Board approved committee specific policies and procedures. The Board may create a new committee, or redefine or disband an existing committee by amending the Bylaws or Policy Manual accordingly.

401.2 No person shall be a member of any URISA Committee unless that person is a member in good standing of URISA. Individuals who are not URISA members may participate on committees as advisors by invitation of the Committee Chair.

- 401.3 Except as stated in the Policy Manual, Committees shall have at a minimum a Chairperson and an Associate Chairperson to provide for operational continuity. Each newly appointed Associate Chairperson shall succeed to the Chairperson role, providing a two year term of Committee leadership. Unless noted otherwise in the Policy Manual, Committee leadership terms shall be coincident with the Board year.
- 401.4 The Committee Chair shall be responsible for reporting to a Board-appointed Committee Liaison (or the Board President, if the Committee is not assigned to a Liaison) on the ongoing work and accomplishments of the committee on a timely basis.
- 401.5 If the Board budgets funds for a Committee, the Committee shall operate within the Board-approved budget. The Committee Chair shall be responsible for reporting to a Board appointed Liaison (or the Board President, if the Committee is not assigned to a Liaison) on the Committee's use of the funds provided.

500 CHAPTERS

501 Chapter Recognition and Policies

The Board shall have sole power to establish and disband chapters and to set policies and procedures governing the mutual responsibilities of chapters and URISA as a whole. These policies and procedures are set forth in the URISA Policy Manual.

600 ASSOCIATION STAFF

601 Executive Director

The Board shall have the authority to contract for the professional management services of an Executive Director who shall be responsible for the day-to-day administrative and management affairs of URISA. Duties, responsibilities and fees for such service shall be established by the Board and stated in the employment contract of the Executive Director.

602 Headquarters Staff and Office

The Board may authorize the Executive Director to hire staff, contract for services, and to establish the URISA Headquarters office as deemed necessary or useful to perform the day to day functions related to the ongoing and effective operation of URISA. The conditions under which the Executive Director is able to enter into contracts without Board approval are defined in the Policy Manual. Other offices may be established, as necessary, to serve the needs of URISA.

603 Office Supervision

The Headquarters and all other URISA offices and staff shall be under the direct supervision of the Executive Director, if one has been retained by the Board. If one has not been retained or the position is vacant, the Headquarters staff shall be under the general supervision of the President.