

**MID-ATLANTIC CHAPTER of URBAN AND REGIONAL INFORMATION SYSTEMS
ASSOCIATION, INC. BY-LAWS**

ADOPTED JANUARY 1, 1991

**REVISED JANUARY 1, 1992; JANUARY 1, 1993; JANUARY 1, 1995; 2007; DECEMBER 23, 2016,
MAY 5, 2017**

Article I: Name

The name of this organization shall be the Mid-Atlantic Chapter of the Urban and Regional Information Systems Association, Inc. The organization shall also be referred to as the Mid-Atlantic Chapter of URISA or MAC URISA. MAC URISA is established as a voluntary, non-profit, educational, professional organization.

The chapter's focus is on geospatial systems, but we also encourage participation of those in related disciplines such as information technology, photogrammetry, surveying, engineering, web technologies, planning, geography, cartography, public and business administration, and public safety.

Article II: Purpose

MAC URISA is established to:

- A. Stimulate and encourage the advancement of an interdisciplinary, professional approach to the planning, design, operation, and use of information systems for urban and regional planning and geospatial technology by the public, private, and non-profit sectors;
- B. Improve communication and coordination among the organizations, agencies, and the various professional disciplines that make up the membership of MAC URISA;
- C. Bridge the gap between information producers and information users, making timely and meaningful information more accessible for administrative decision-making;
- D. Promote professional and educational development of the membership by providing opportunities for the exchange of knowledge and information, for examination of technologies to improve public management, and for the transfer of demonstrated technologies throughout the Mid-Atlantic Region; and
- E. Provide opportunities for networking, communication and an exchange of ideas regarding geospatial information systems and related technologies through in both formal and informal gatherings.

Article III: Membership

A. Qualifications for Membership

Membership shall be open to those individuals who are either employed as professionals in the discipline of urban or regional information system design or operation, or who are professionally interested in such systems. While membership in URISA at the International level is desirable, it is not a prerequisite for membership in MAC URISA. Members of MAC URISA shall be drawn from New Jersey, Pennsylvania, Delaware, and northeastern Maryland.

B. Termination of Membership

The Board of Trustees, by affirmative vote of a simple majority of those present at any meeting, may suspend or expel a member for cause. Cause shall include any breach of the provisions of the By-Laws, or any conduct harmful to the goodwill or good name which the corporation might enjoy. The determination of whether cause exists for the suspension or expulsion shall be within the sole discretion of the Board of Trustees. Notification of any action expelling a member shall be served in writing upon the member who shall be entitled to a reconsideration hearing within thirty (30) days of service, if requested by said member.

C. Resignation

Any member may resign at any time by submitting a notice of resignation to the Secretary of MAC URISA. Membership is also terminated upon the nonpayment of the annual dues, if said dues have not been paid within three (3) months of the due date, when and if annual dues are levied.

D. Categories of Membership

The membership categories shall be as follows:

a. Active – Defined as an individual who has attended no fewer than two (2) chapter sponsored events within a span of two (2) years. Active members will receive voting rights to the Board of Trustees.

b. Non-active – Defined as an individual who has not attended the required number of chapter sponsored events, yet has been added to the chapter mailing list. Non-active members do not receive voting rights to the Board of Trustees.

Article IV: Dues and Other Income

Dues for all members can be established by MAC URISA, and revised as necessary. The Board of Trustees shall determine the amount and billing date for annual dues and said dues shall be payable upon receipt of a bill but in no event later than three (3) months from the date of billing. MAC URISA may receive income from both public and private sources for special purposes if agreed upon by a majority of the Board of Trustees. The Mid-Atlantic Chapter of URISA may receive a portion of URISA International dues to be retained for expenses at the Chapter level.

Article V: Board of Trustees/Board Members

Board Members are hereby defined as Officers or Trustees. The elected officers (hereafter 'Officers') of MAC URISA shall consist of five (5) persons: The President, Vice President, Secretary, Treasurer, and Past President. They shall represent, as much as possible, a cross-section of the membership of MAC URISA. All Officers must have previously served as Trustees. In addition to their regular duties, the Officers shall serve on the Board of Trustees and must also hold membership in URISA International for the lifespan of their term.

Board Members shall serve a two (2) year term from the annual election held the first year to the annual election held two (2) years thereafter. Board Members shall be allowed to succeed themselves but must run for reelection. President of the Chapter has authority to dismiss any Board Member prior to term ending if and when it is deemed necessary. Dismissals must be approved by a majority of the remaining officers/trustees on the Board. Vacancies occurring before the expiration of terms of office shall be filled by the President. Persons so chosen shall serve the unexpired term of the Office. In the case of a

vacancy in the office of President, the Vice President shall fill the Office. In the case of a Trustee being elected to an Officer position before the expiration of his or her term, the Trustee must resign his or her position as Trustee and the position shall be filled through appointment to complete the term.

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

The following are the duties of each Board Member position:

PRESIDENT

The President shall be chief executive officer of the Corporation. Subject only to the authority of the Board, he or she shall have the general charge and supervision over, and responsibility for, the business affairs of the Corporation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. He or she shall have the general power and duties of management usually vested in the office of President of a Corporation and ensure the local chapter obligations are met.

VICE PRESIDENT

The Vice President shall perform such duties and have such authority as from time to time may be delegated to him or her by the President or by the Board. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties and be vested with the authority of the President.

TREASURER

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such duties and possess such other powers as are incident to that office or as shall be assigned by the President or by the Board. The Treasurer shall be responsible for submitting an annual statement at the last board meeting each year.

SECRETARY

The Secretary shall cause notice of all meetings to be served as prescribed in these By-Laws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have the charge of the seal of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as assigned by the President or the Board. The Secretary shall also maintain accurate membership records and have charge of all correspondence of the Chapter.

TRUSTEES

Trustees shall be elected by the active membership and all elected trustees must be active members of the Chapter. The Board of Trustees shall consist of no more than six (6) Trustees as well as the five (5) Officers listed above. Trustees are expected to attend Chapter Meetings and volunteer to assist in coordination of chapter events throughout their term of office. Each trustee is expected to attend at

least 60% of the Board Meetings, in addition to chapter events and/or be an active participant on the board to be eligible to rerun for additional terms. At the discretion of the President, questions about active participation for any trustee running for re-election shall be raised to a majority vote of Officers.

Article VI: Chapter Board Meetings

MAC URISA Board of Trustees will convene no less than one (1) time per year. The meetings will be announced to the Board Members by the Secretary via e-mail and/or by phone. Meetings shall focus on upcoming events as well as issues and ideas brought forth by the active membership. All voting that must take place within the Board of Trustees will occur at Chapter Board Meetings. A quorum of no fewer than two (2) officers and no fewer than three (3) trustees must be present for an official Chapter Board Meeting to be called to order. Notices of meetings of MAC URISA shall be in writing/e-mail and state the date, time, and place of the meeting. Such notices shall be mailed/e-mailed by the Secretary no fewer than five (5) days before each meeting. Parliamentary procedure shall be governed by Robert's Rules of Order Revised.

Article VII: Chapter Events

MAC URISA will hold no fewer than two (2) Chapter sponsored events each year. Events will be advertised to all members (active and non-active) and will be held within the Chapter's Constituent Region.

Chapter Events will focus on the mission of the chapter. Notices of Chapter Events sponsored by MAC URISA shall be in writing, and/or posted on the Chapter website and state the date, time, and place of the meeting. Such notices shall be mailed, e-mailed or posted online by a member of the Board of Trustees no fewer than ten (10) days before each meeting. Parliamentary procedure shall be governed by Robert's Rules of Order Revised.

Special meetings of MAC URISA may be called by the President or by two (2) of the Officers. Upon written request of a simple majority of the active membership, the President may call a Chapter Meeting.

Article VIII: Financial Affairs

The Officers shall propose for adoption by the Board of Trustees at a designated meeting, budget and programs of work for MAC URISA for the coming year, and shall have overall responsibility thereafter for the execution of same. The Officers may amend the annual budget in order to meet changing circumstances that may arise during the year.

All checks, drafts, and other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of MAC URISA shall be signed by any of the Officers upon approval by the President or Treasurer. All funds of MAC URISA shall be deposited to the credit of the Mid-Atlantic Chapter in such banks, trust companies, or other depositories as the Officers may select.

The fiscal year of the Corporation shall end on December 31st of each year. In the event that the International Organization shall require that the fiscal year end on a different date, the fiscal year end shall be changed accordingly.

Article IX: Non-Profit Status

MAC URISA shall operate as a non-profit organization. Its income shall be used only for Chapter purposes, and no member or other individual shall benefit from any net earnings, except that MAC URISA may pay reasonable compensation for services rendered, and make payments and/or distributions in furtherance of the Chapter's objectives.

Article X: Lobbying and Public Debate

Consistent with the Articles of Incorporation and the requirements placed on a 501 (3) (C) corporation, MAC URISA will not commit a substantial part of the activities to the carrying on of propaganda, or otherwise attempting to influence legislation, and the chapter will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. It will offer professional advice and input to public and legislative process when solicited due to the expertise of its members on relevant subject matter. A chapter position on matters of public policy shall be only be represented as an official chapter position after the policy issue has been discussed and approved by a majority vote of the Board.

Article XI: Political Activity

MAC URISA 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.

Article XII: Equal Opportunity

Being mindful of the harmful and undesirable effects of discrimination, MAC URISA 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, MAC URISA shall encourage and promote equal opportunity participation in all Chapter activities.

Article XIII: Staffing

The Board may employ the services of professionals, consultants, or other independent contractors as it deems necessary to perform the functions of MAC URISA. The Board shall specify the duties, determine the compensation, and exercise general supervision over staff of the Chapter and independent contractors. Consultants and independent contractors may bid for work by submitting a written proposal describing the specific work to be performed, including a detailed budget specifying a "not-to-exceed" amount for the contract. Contracts will be awarded by a majority vote of the Board.

Article XIV: Procedures and Policies

MAC URISA shall abide by the Chapter Procedure and Policy Manual. With the frequency of board turnover, consistency in the practices of the organization can be challenging. It is the intent of this document to memorialize some of the working practices and procedures that are common practice of the board. The Chapter Procedure and Policy Manual will be updated as necessary.

Article XV: Misuse of Affiliation; Misrepresentation

Any member who misrepresents the status or nature of MAC URISA or makes use of his/her affiliation with the Chapter, in a manner considered improper by the Board may have his/her privileges suspended by the Board after opportunity has been given to the individual for a hearing before the Board. The

member may be expelled from MAC URISA by a majority vote of the Board at its next regularly scheduled meeting. An appeal for reinstatement may be considered by the Board no sooner than one year after expulsion.

Article XVI: Limitation of Liability

No member or officer shall be individually liable for the debts, contracts, and other obligations of MAC URISA, other than his/her dues paid for membership. This stipulation shall appear in any contract entered into, by or on behalf of MAC URISA.

Article XVII: Committees

Committees shall be appointed by the President, as needed, to serve a specific purpose. The President shall appoint the Committee Chairperson. Any committee members must be chosen from the active membership.

Article XVIII: Special Interest Groups

Special Interest Groups (SIGs) may be formed around any subject category that may be considered appropriate by the Chapter membership. When possible, SIG designations should coincide with URISA International designations.

Article XIX: Amendments

These By-Laws and any amendments or supplements may be adopted, amended, altered, supplemented, or repealed by a simple majority of the active membership of MAC URISA, who are present at a meeting or represented by proxy, when notice of the proposed By-Law amendment has been given to all members at least fifteen (15) days prior to the meeting at which action is scheduled.

Article XX: Elections

A Nominating/Elections Committee of volunteers from the Board of Trustees appointed by the President will develop and present a proposed slate of Officers and Trustees at a regularly scheduled Board Meeting. They shall notify the entire membership at least fifteen (15) days in advance of the event whereby voting will take place and the electoral slate will be presented. The Secretary of the organization, assisted by the Nominations/Elections Committee, will set a date for the votes to be received which shall provide for no less than ten (10) days from the date of notice of election. The Secretary and the Nominating/Elections Committee will tabulate the ballots and announce the results to the membership. It is the intention that the membership shall elect no more than three (3) Trustees and two (2) Officers every year for the Organization. The remaining trustees and officers who were not scheduled for reelection/succession the first year, will subsequently be slated for reelection/succession the following year. The President of one term will automatically hold the office of the Past President in the following term if and when he/she leaves post. In the case of the President being re-elected or otherwise vacating the Past President office, the standing Past President will serve another term.

Article XXI: Notification

Official notification to the general membership as mandated by these ByLaws shall be made by individual mailings or by e-mail.