

**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; MAY 26, 2021**

**Article I: Chapter Organization**

Section 1. Name. The name of this organization is the Mid-Atlantic Chapter (hereinafter referred to as MAC URISA or the Chapter) of the Urban and Regional Information Systems Association, Inc. (hereinafter referred to as URISA). The organization shall also be referred to as the Mid-Atlantic Chapter of URISA or MAC URISA.

MAC URISA is an association organized as a non-profit corporation in the State of New Jersey.

MAC URISA (EIN: 22-3115281) is a corporation exempt from federal income tax under section 501(c)(3) of Title 26 of the United States Code.

MAC URISA is established as a voluntary, non-profit, educational, professional organization.

Section 2. Service Area. The geographic service area of MAC URISA shall include New Jersey, Delaware, and Eastern Pennsylvania.

**Article II: Purpose**

MAC URISA is organized for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, MAC URISA is dedicated to the support of URISA's mission, vision, strategic objectives, and in support of URISA membership.

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**

Section 1. Eligibility. Any member of URISA within the service area of MAC URISA shall be considered a member of MAC URISA. Membership in URISA shall be a requirement for MAC URISA membership. Additional membership categories may be assigned to MAC URISA by changes in URISA governing documents.

Section 2. Categories. MAC URISA may institute membership categories as defined by Chapter Bylaws and/or URISA governing documents and will include details pertaining to membership dues and benefits. MAC URISA membership categories are defined by URISA Bylaws.

Section 3. MAC URISA Dues. Additional dues for all membership categories 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 a portion of URISA dues to be retained for MAC URISA expenses. Any change in MAC URISA dues shall be submitted to URISA Board of Directors for consideration and approval.

Section 4. Duration. All members shall hold membership for a period of one year unless otherwise specified in these Bylaws. MAC URISA's membership year shall be from January 1 of one year through December 31 of the same year.

Section 5. Rights and Privileges. All members shall have full voting and office-holding rights. Members shall be informed of the activities and progress of MAC URISA through annual or more frequent reports, the MAC URISA website, email, and/or MAC URISA meetings.

Section 6. Affiliated Groups. MAC URISA may recognize and affiliate with other professional groups that share and/or support the same fundamental purpose and goals of MAC URISA. Status as an affiliated group is subject to formal approval by the Board of Trustees. Status as an affiliated group can be revoked by Board of Trustees action at any time. Such affiliated groups may maintain their own identity and can be constituted with their own Officers and Bylaws provided that no provision of those Bylaws conflict with these Articles or the aims and objectives of MAC URISA as determined by the Board of Trustees. Membership in an affiliated group does not confer a membership right in MAC URISA without payment of MAC URISA dues and the fulfillment of other membership responsibilities as defined in these Articles.

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. Contact Information. MAC URISA may retain contact and event attendance information for members and non-members for the purposes of outreach for official MAC URISA and URISA business.

Section 9. Suspension and Removal. The Board of Trustees, by affirmative vote of a simple majority of those present at any meeting, may suspend , or remove a member for cause. Cause shall include, but is not limited to, the following:

- A. Any breach of the provisions of Chapter Bylaws, or any conduct harmful to the goodwill or good name which MAC URISA might enjoy.
- B. A member makes use of his/her affiliation with URISA or MAC URISA in a manner considered improper as per the Ethics portion of the existing URISA Bylaws.
- C. A member acts in a manner unbecoming the profession at a MAC URISA-affiliated function.
- D. A member acts in any other manner deemed inappropriate by the Board of Trustees.

Section 10. 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. All paid dues and fees are forfeited by the member upon resignation.

#### **Article IV: Board of Trustees/Board Members**

Board Members are hereby defined as Officers or Trustees. The elected 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 Board of Trustees must also hold membership in URISA 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. The President of MAC URISA has the 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 Board of Trustees. 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.

Board Members shall serve without compensation; except that nominal expenses, incurred on behalf of authorized MAC URISA 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 of Trustees, 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 MAC URISA 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 of Trustees. 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 of Trustees. 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 Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board of Trustees. 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 of Trustees. The Secretary shall also maintain accurate membership records and have charge of all correspondence of MAC URISA.

#### PAST PRESIDENT

The Past President serves as an advisor to the President and Board of Trustees. He or she is expected to attend MAC URISA meetings and volunteer to assist in coordination of MAC URISA events throughout their term of office. The Past President is expected to maintain membership in their initial term in order to be eligible to serve for additional terms.

#### TRUSTEES

Trustees shall be elected by the membership and all elected Trustees must be members of MAC URISA. 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 MAC URISA Meetings and volunteer to assist in coordination of MAC URISA events throughout their term of office. Each Trustee is expected to attend at least 60% of the Board Meetings, in addition to MAC URISA events and/or be an active participant on the Board of Trustees 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 V: 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 agreed upon electronic method and/or by phone. Meetings shall focus on upcoming events as well as issues and ideas brought forth by the membership. All voting that must take place within the Board of Trustees will occur at MAC URISA Board Meetings. A quorum of no fewer than two (2) Officers and no fewer than three (3) trustees must be present for an official 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 VI: Chapter Events**

MAC URISA will hold no fewer than two (2) Chapter sponsored events each year. Events will be advertised and will be held within the MAC URISA Service Area.

Chapter Events will focus on the mission of MAC URISA. Notices of events sponsored by MAC URISA shall be in writing, and/or posted on the MAC URISA 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 membership, the President may call a Chapter Meeting.

#### **Article VII: 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 URISA shall require that the fiscal year end on a different date, the fiscal year end shall be changed accordingly.

#### **Article VIII: Ethical Practice**

MAC URISA supports and promotes the GIS Code of Ethics as adopted by the Geographic Information Systems Certification Institute (GISCI) and endorsed by the URISA Board of Directors. Chapter members are encouraged to become a certified GIS Professional (GISP) by qualifying for the GISP credential.

#### **Article IX: Political Activity**

MAC URISA shall not carry-on propaganda, or otherwise attempt to influence legislation, and shall 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.

Notwithstanding any other provision of these articles, MAC URISA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by corporate contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

It is the responsibility of individual MAC URISA members, Officers, and duly appointed representatives to refuse to participate on behalf of MAC URISA in any legislative process, other than providing non-biased information, and to be aware of legal, ethical, and professional limits, of MAC URISA's tax-exempt status.

#### **Article X: 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 XI: Staffing**

The Board of Trustees may employ the services of professionals, consultants, or other independent contractors as it deems necessary to perform the functions of MAC URISA. The Board of Trustees 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 of Trustees.

#### **Article XII: Procedures and Policies**

MAC URISA shall abide by the Chapter Procedure and Policy Manual. With the frequency of Board Member 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 of Trustees. The Chapter Procedure and Policy Manual will be updated as necessary.

#### **Article XIII: 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 of Trustees may have his/her privileges suspended by the Board of Trustees after opportunity has been given to the individual for a hearing before the Board of Trustees. The member may be expelled from MAC URISA by a majority vote of the Board of Trustees at its next regularly scheduled meeting. An appeal for reinstatement may be considered by the Board of Trustees no sooner than one year after expulsion.

#### **Article XIV: 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 XV: Committees**

Committees shall be appointed by the President, as needed, to serve a specific purpose. The President shall appoint the Committee Chairperson. A Committee Chairperson must be chosen from the membership. Committee members may be volunteers from the MAC URISA Service Area.

## **Article XVI: Special Interest Groups**

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

## **Article XVII: Amendments**

These Bylaws and any amendments or supplements may be adopted, amended, altered, supplemented, or repealed by a simple majority of the membership of MAC URISA, who are present at a meeting or represented by proxy, when notice of the proposed Bylaw amendment has been given to all members at least fifteen (15) days prior to the meeting at which action is scheduled. Any proposed amendment or supplement in MAC URISA Bylaws shall be submitted to URISA Board of Directors for consideration and approval.

## **Article XVIII: 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, 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 XIX: Notification**

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

## **Article XX: Chapter Development and Relations Committee Representative**

The MAC URISA President shall appoint, with the approval of the Board of Trustees, a representative to the URISA Chapter Relations and Development Committee (CDRC) for a term of 2 Years. The CDRC representative shall be a member in good standing of both MAC URISA and URISA during their term.

## **Article XXI: Chapter Adherence**

MAC URISA is duly chartered through the Charter Agreement with URISA. As duly chartered, MAC URISA adheres to URISA Governing Documents, as they apply to chapters, at the risk of the loss of its charter. URISA Bylaws supersede MAC URISA Bylaws. Use of the URISA name and logo by MAC URISA must comply with URISA guidelines.

**Article XXII: Chapter Dissolution**

Upon the dissolution of MAC URISA, assets will be distributed to one or more organizations formed for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.