

# West Virginia Association of Geospatial Professionals BYLAWS

Adopted March 15, 2007  
Revised November 8, 2023

## ARTICLE I – NAME

The name of this organization shall be the **West Virginia Association of Geospatial Professionals** (hereinafter “association”).

## ARTICLE II – OBJECT

This association shall be organized for the public benefit exclusively for educational and scientific purposes to promote and support geospatial professionals in the effective use and sharing of geospatial information and related resources throughout the state of West Virginia.

## ARTICLE III – MEMBERSHIP

**Section 3.1 – Classes of Membership:** There shall be two classes of membership: Regular Members and Allied Members.

**Section 3.2 – Regular Members:** Regular membership shall be open to natural persons who support the objects of the association and whose membership applications are accepted by the board of directors.

**Section 3.3 – Allied Members:** The board of directors may establish different types or categories of allied memberships that shall be open to persons or organizations that support the object of the association but who do not desire, or who are not eligible for, regular membership. Allied members may have limited rights and privileges of the association but shall not hold elective office, shall not represent the association as a delegate or alternate delegate at meetings of organizations to which this association may belong, and shall have no vote.

## ARTICLE IV – DUES

**Section 4.1 – Dues for Regular Members:** Dues for each membership class shall be set by the Board of Directors no later than January 1 of a calendar year, to be effective April 1 through March 31 of the following year.. Regular members who are enrolled as students at least part-time (six credit hours per semester) at any state-chartered educational institution shall be entitled to a dues discount of 75%.

**Section 4.2 – Honorary Lifetime Members:** Upon the signed recommendation of two regular members and by three-fourths vote by ballot at the annual meeting, honorary life membership may be conferred upon a regular member who has rendered notable service to the association. An

honorary lifetime member shall pay no dues and shall retain all the rights and privileges of regular members.

**Section 4.3 – Dues for Allied Members:** The board of directors shall set the dues for allied memberships.

**Section 4.4 – Forfeiture for Non-Payment of Dues:** Dues are payable to the association annually on April 1. Members whose dues are not paid within 90 days after April 1 shall be automatically dropped from membership in the association. Members who have not paid their current year dues are ineligible to vote at any membership meeting.

**Section 4.5 – Reinstatement after Forfeiture:** Reinstatement to membership shall be subject to the approval of the membership or the board of directors.

**Section 4.6 – Resignation:** Any member whose dues are current and who desires to resign from the association shall submit a letter of resignation to the secretary, who shall present it to the board of directors for action.

**Section 4.7 – Emergency Due Changes:** The Board of Directors may temporarily suspend or reduce dues to relieve financial hardship on members caused by a declared state or federal emergency for the duration of the declared emergency, or at the Board’s discretion.

## ARTICLE V – OFFICERS & DIRECTORS

**Section 5.1 – Officers and Directors:** There shall be eleven directors of this association who shall be elected by the membership to serve on the board of directors. Officers shall include a president, vice president, secretary, and treasurer who shall be elected by the board of directors. The president and vice president shall be elected from among the elected directors.

**Section 5.2 – Qualifications of Directors:** Directors shall be members of the association. If a director ceases to be a member of the association, his or her directorship is forfeit and his or her office is vacant.

**Section 5.3 – Nominations and Election of Directors:**

A. NOMINATIONS:

1. The board of directors will appoint an election committee of five regular members.

2. The committee shall report the official ballot which shall include the names of all nominees who have a) submitted the nominating petition(s) of at least one regular member and b) who have consented in writing to 1) uphold the bylaws of the association, 2) attend all meetings of the board and 3) accept committee service. The committee shall make no recommendations on nominees.

3. The official ballot shall identify each nominee by name and city; nominees shall be listed on the ballot categorized by constituency represented, then alphabetically by last name. There shall be spaces for write-in votes for as many directors as are to be elected.

4. The committee shall provide for each nominee to include such statement and/or information as the nominee may care to provide, subject to reasonable limitations of space as shall be determined by the committee, and which statement and/or information shall be printed and distributed with the official ballot distributed to the membership.

5. The committee shall be authorized to develop all necessary official forms, procedures, and deadlines for use in properly discharging its duties under this section.

#### B. ELECTIONS:

1. The election of directors shall be by mail or electronic ballot, subject to the right of a member to deposit his or her properly sealed ballot directly with the treasurer or his or her designee before the election meeting is called to order.

2. The ballots shall be counted during, and the results shall be announced at the annual meeting.

3. Preferential voting is authorized.

4. In the event of a tie, the decision shall be by lot.

C. BOARD-ELECT: The board-elect shall meet after its election and on the same day as the annual association business meeting at a fixed time announced in the notice of the annual meeting, for the sole and exclusive purposes of (1) electing the president, vice president, secretary, and treasurer for the upcoming term, and (2) establishing a schedule for regular board meetings during its term.

#### Section 5.4 – Terms of Office:

#### A. DIRECTORS:

1. The term of office for each director shall be for two years, or until successors are elected and assume office. The term of office for an alternate shall be for one year unless the alternate has filled a vacant director position, in which case the term shall be for the unexpired portion of the vacating director's term. The term shall begin on July 1 following the meeting at which they are elected. If the election of directors is not completed before July 1, the term shall begin at the close of the meeting at which the directors are elected.

2. Directors shall be ineligible for election or service as director after serving three successive terms until the lapse of one year.

3. Five directors and one alternate will be elected in odd numbered years; six directors and one alternate will be elected in even numbered years.

#### B. OTHER OFFICERS:

1. The president, vice-president, secretary, and treasurer shall serve for one year or until successors are elected and assume office. The term shall begin on July 1 after the annual meeting during which they are elected.

2. The president shall be ineligible for election or service as president after serving two successive terms in that office until the lapse of two years.

**Section 5.5 – Vacancy in Office:** In the event of a vacancy in the office of president, the vice president automatically becomes president for the unexpired portion of the term. The board of directors shall fill a vacancy in any other office at the first regular meeting of the directors after the vacancy occurs. A vacancy in the office of director shall be filled by the alternate. Additional vacancies shall be filled by the membership at the annual meeting or at a special meeting of the membership provided notice of the election is included in the call, in which case the term shall be for the unexpired portion of the vacating director's term.

**Section 5.6 – Duties of Officers:** Officers shall perform the duties prescribed by the membership, by the board of directors, by these bylaws, and by the parliamentary authority adopted by the association.

A. PRESIDENT: The president shall preside at meetings of the membership and board of directors. Each assembly, however, may suspend this provision and elect a chairman

pro tempore at any meeting. The president shall be ex officio a member of all committees except the election committee. The president may countersign checks.

B. VICE PRESIDENT: The vice-president shall assist the president in the discharge of the President's duties. In the absence or inability of the president to perform the duties of the president, the vice president shall assume those duties. The vice president may countersign checks.

C. SECRETARY: The secretary shall be the recording officer of the association and the custodian of its records and legal documents. The secretary shall keep, or cause to be kept, accurate minutes of all proceedings and meetings of the association and board of directors, and shall ensure that meeting and membership records are maintained in accordance with the West Virginia Nonprofit Corporation Act. The Secretary may countersign checks.

D. TREASURER: The treasurer shall have custody of all funds and shall disburse such funds as authorized by the board of directors, with checks being signed by the treasurer or by any two officers authorized to sign checks; keep an itemized account of all funds audited annually by an independent auditor appointed by the board of directors; present a report to the board at its regular meetings, and an annual itemized report to the association. The treasurer shall maintain a current list of all regular and allied members.

**Section 5.7 – Fidelity Bonds:** All officers who are authorized to sign or countersign checks drawn on the funds of the association shall be bonded in an amount at least as great as the annual revenues of the association. Such bond shall be maintained at the expense of the association.

## **ARTICLE VI – MEETINGS**

**Section 6.1 – Annual Meetings:** There shall be an annual meeting in the second calendar quarter for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise. Written notice of the annual meeting shall be sent to each regular member at least 45 days before the meeting.

**Section 6.2 – Special Meetings:** Special meetings may be called by the president or board of directors and shall be called upon the written request of 5 percent of the regular members of the association, or any lesser percentage such as the law may provide. The purpose of the meeting shall be stated in the call. Written notice of special meetings shall

be sent to each regular member at least 30 days before the meeting.

**Section 6.3 – Member Preferences for Notice Delivery:** Members shall designate their preferred delivery method for written notices of meetings by filing a written designation with the secretary. In the absence of a written designation, notice shall be deemed sent when deposited in the U.S. Mail, postage paid and addressed to the last post office address of the member as shown in the records of the association.

**Section 6.4 – Quorum:** Fifteen percent of the regular membership, or 25 regular members, whichever is fewer, shall constitute a quorum.

**Section 6.5 – Proxy Voting Prohibited:** Proxy voting is prohibited. A member must be present at a meeting at the time a vote is taken to exercise voting rights. Participation in a meeting in person or by teleconference or videoconference constitutes presence.

## **ARTICLE VII – BOARD OF DIRECTORS**

**Section 7.1 – Board Composition:** The board of directors shall consist of the eleven elected directors who shall be voting members, and, as non-voting members, the WV GIS Coordinator or his or her designee, and the WV Chief Technology Officer or his or her designee.

**Section 7.2 – Board Powers and Duties:** The board of directors shall have control of the association's affairs between meetings of the membership, but the board is subordinate to and shall at all times be subject to the orders of the association membership and none of its acts shall conflict with actions taken by the membership. The board shall actively pursue the association's purpose and mission as established by the members. It shall have discretion in the budget and disbursement of its funds. The board shall fix the hour and place of meetings, appoint members to standing committees, and make recommendations to the association. The board is authorized to approve the minutes of the annual meeting or other membership meetings. The board may adopt such policies, rules and regulations for the conduct of business as it deems appropriate. The board may delegate responsibilities to the officers, committees, staff, professional consultants or independent contractors as it deems necessary and prudent for the administration of the affairs of the association.

**Section 7.3 – Board Meetings:** Regular meetings of the board shall be held on a schedule the board-elect shall adopt in its

organizational meeting, which schedule the board may amend at any time. Special meetings of the board may be called by the president and shall be called upon written request of three members of the board. Written notice of at least 24 hours shall be given for special meetings of the board, and the purpose of the meeting shall be stated in the notice. Association members shall have the right to attend board meetings subject to the right of the board to go into executive session for any reason at any time.

**Section 7.4 – Quorum:** Six directors constitute a quorum of the board. Should the number of directors fall below six, the quorum shall be all the directors.

**Section 7.5 – Executive Committee:** The executive committee shall consist of the president, vice president, secretary, and treasurer. The executive committee may act on behalf of the board of directors between board meetings but may take no action that conflicts with actions of the board or of the membership. All actions of the executive committee between meetings of the board shall be reported to the board in writing at its next meeting. The president shall be chairman of the executive committee. Any member of the executive committee may call a meeting of the committee with 24 hours' notice to its members.

**Section 7.6 – Meetings by Teleconference or Videoconference:** The board of directors and executive committees are authorized to meet by teleconference or videoconference provided all members are in simultaneous aural communication during the meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 7.7 – Removal of Directors by the Board:** Failure to attend two consecutive board meetings for reasons deemed insufficient by a majority vote of the board shall be grounds for removal of a director by the board by a two-thirds vote.

**Section 7.8 – Removal of Directors by Members:** Members may remove one or more directors from office without cause by a two-thirds vote without notice, a majority vote with notice, or a majority of the entire membership. When one or more directors have been removed from office, new directors may be elected at the same meeting or subsequent meeting by majority vote.

**Section 7.9 – Resignation of Directors:** A director may resign at any time by providing a letter of resignation to the secretary. Such resignation shall be effective at the time

specified in the letter, or immediately upon acceptance by the board if no time is specified.

**Section 7.10 – Compensation of Directors:** The board may determine the compensation of directors, including reasonable allowance for expenses actually incurred in connection with their duties.

## **ARTICLE VIII – COMMITTEES**

**Section 8.1 – Standing Committees:** Standing committees appointed by the board shall be: Conference, Communications and Outreach, Elections, Technical Issues, Training, Strategic Operations, and others as may be authorized by the board or the membership.

### **A. DUTIES:**

1. **Conference Committee:** To report and recommend on plans for the annual conference and other membership meetings, and to execute the orders of the board or membership in connection therewith.

2. **Communications and Outreach Committee:** To report and recommend on matters and methods of communication with the membership and the public, for promoting an awareness of geospatial technologies, for facilitating networking among members, and to execute the orders of the board or membership in connection therewith.

3. **Election Committee:** To report and recommend on nomination and election procedures, and to execute their charge as provided in these bylaws and with any orders or resolutions of the board or membership not in conflict therewith.

4. **Technical Issues Committee:** To report and recommend on issues relevant to strategic planning, data development, standards, and shared services, and to execute the orders of the board or the membership in connection therewith.

5. **Training Committee:** To report and recommend on methods for identifying training needs, methods of training, and training resources, and to execute the orders of the board or membership in connection therewith.

6. **Strategic Operations Committee:** To report and recommend on the association's strategic plan and established policies, and coordination with governmental bodies and agencies, and to execute the orders of the board or membership in connection therewith.

B. APPOINTMENT: Participation in standing committees is open to members of the association and interested nonmembers. The board of directors shall appoint members to serve on standing committees as deemed necessary to carry out the work of the association. Each standing committee shall include at least one director in its membership.

C. STANDING COMMITTEE OPERATIONS: Each committee shall elect its chairman who must be a member of the association. The chairman shall be responsible for organizing the affairs of the committee and representing the committee before any board or membership meeting. Standing committees are authorized to meet by teleconference or video conference provided all members are in simultaneous aural communication during the meeting. WVAGP Committees shall meet at least quarterly at a time and place to be determined by the committee. Committees shall keep a record of all proceedings and furnish a copy to the secretary, shall present reports to the board as necessary, and shall present an annual report to the membership.

**Section 8.2 – Special Committees:** The president, the board, or the membership may establish special committees made up of members or other interested individuals. Charges to special committees shall be in writing.

**Section 8.3 – Resignation from Committees:** Resignations from standing or special committees shall be by letter of resignation tendered to the secretary. Such resignation shall be effective at the time specified in the resignation, or upon acceptance by the appointing authority should no effective time be stated in the letter.

**ARTICLE IX – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the membership may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

**ARTICLE X – AMENDMENT**

These bylaws may be amended at any meeting of the association by two-thirds vote, provided that the proposed amendment is distributed to the members at least 14 days, but no more than 60 days prior to the meeting date. Proposed amendments shall be submitted in writing and signed by two regular members.

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*Aaron Ferrari*

Date: *November 9, 2023*

*I, Aaron Ferrari, Secretary, hereby certify that the foregoing bylaws are the current bylaws of the West Virginia Association of Geospatial Professionals originally adopted on March 15, 2007 and last amended on November 8, 2023.*