

---

# Proposed Bylaws

## WV Association of Geospatial Professionals

---

**Final Report**  
March 2007



Prepared by:

**Bylaws Committee**  
**WV Association of Geospatial Professionals**

## Table of Contents

Introduction .....	1
Committee's Recommendation .....	1
Procedures for Consideration and Adoption of Proposed Bylaws.....	1
Proposed Organization .....	2
Nominations and Elections.....	3
Frequently Asked Questions .....	3
Acknowledgements.....	5
APPENDIX A: Resources used to Draft Association Bylaws .....	6
APPENDIX B: Relationship of WVAGP to other Coordinating Entities.....	7
APPENDIX C: Tentative WVAGP Timeline of Events .....	8
APPENDIX D: Members Benefits.....	9
APPENDIX E: Proposed Mission Statement and Association Goals .....	10
APPENDIX F: Survey of Geospatial Community's Constituency Groups .....	11
APPENDIX G: Description of Constituency Groups.....	12



WVAGP Bylaws Committee meeting February 2, 2007

---

---

## Introduction

In August 2006, the West Virginia GIS Coordination Committee completed a business plan which recommended that a new geospatial coordinating body, named the WV Association of Geospatial Professionals (WVAGP), be formed. On September 13, 2006, the first organizational meeting of the association was held in Charleston, WV, in which members of the geospatial community approved a resolution to form a permanent organization. During this mass meeting the assembly also elected temporary officers and appointed a committee to draft bylaws.

All interested members who attended the first organizational meeting were invited to participate in the committee to draft the proposed bylaws. Twenty-two individuals from federal, state, and local government, education and research, and the private sector volunteered to serve on the bylaws committee. Parliamentary procedures set forth in *Robert's Rules of Order* and other resources (Appendix A) were utilized to create the association's bylaws, including the hiring of a professional registered parliamentarian, Mr. Alan Jennings. The full committee convened three times between October 2006 and February 2007 to draft the bylaws. During this time period, the committee diligently deliberated on drafting the governance rules, all the while ensuring that the proposed bylaws were democratic and that the members had the ultimate say in the new association.

## Committee's Recommendation

**The committee appointed to draw up the proposed bylaws has agreed upon the following bylaws draft and directs the Chairman Pro Tem (President Pro Tem) to move its adoption.** Note: The proposed bylaws can be downloaded from the following website: <http://www.wvagp.org>

## Procedures for Consideration and Adoption of Proposed Bylaws

Bylaws are the rules adopted by the association to govern its actions. The proposed bylaws will be presented at the second organizational meeting on March 15, 2007 for consideration and adoption by the prospective members. During the second organizational meeting, prospective members will have the opportunity to amend the proposed bylaws before they are adopted and take effect. Below are some highlights of the draft bylaws which the committee recommends for approval. The full version of the bylaws is available for review at <http://www.wvagp.org>. Questions or feedback about these bylaws should be directed to the Bylaws Committee listserv (WVAGP\_BYLAWS@listserv.wvu.edu).

### PROPOSED FRAMEWORK FOR BYLAWS

- 1) NAME: WV Association of Geospatial Professionals (WVAGP)
- 2) OBJECT: To promote and support geospatial professionals in the effective use and sharing of geospatial information and related resources throughout the state of West Virginia.
- 3) MEMBERSHIP:
  - a) ELIGIBILITY: Regular membership shall be open to all persons who support the objects of the association.

- 
- b) DUES: Annual dues for regular members shall be \$90.00 subject to an annual Consumer Price Index adjustment. Full-time students shall be entitled to a discount of 50%.
  - c) QUORUM: 15% of the regular membership, or 25 regular members, whichever is fewer.
  - d) MEETING FREQUENCY: A minimum of once a year.
  - e) VOTING: Except for the election of directors by mail ballot, a member must be present at a meeting at the time a vote is taken to exercise voting rights.
- 4) OFFICERS AND DIRECTORS:
- a) BOARD COMPOSITION: 13 members: 11 elected voting members and 2 non-voting members (WV GIS Coordinator and WV Chief Technology Officer).
    - i) Term of Office for Each Director: 2 years.
    - ii) Term Limit: 3 successive terms.
  - b) OFFICERS: President, vice president, secretary, and treasurer.
    - i) Term of Office: 1 year.
    - ii) Term Limit for President: 2 successive terms.
  - c) ELECTIONS: Members elect the board of directors who then elect the officers.
  - d) BOARD MEETING FREQUENCY: Quarterly.
- 5) COMMITTEES: Participation in standing committees is open to members of the association and interested non-members. Standing committees shall meet quarterly.
- 6) PARLIAMENTARY AUTHORITY: *Robert's Rules of Order Newly Revised*.
- 7) AMENDMENTS: The bylaws may be amended at any meeting of the association by two-thirds vote with previous notice.

## Proposed Organization

The West Virginia Association of Geospatial Professionals shall promote and support geospatial professionals in the effective use and sharing of geospatial information and related resources throughout the state of West Virginia. The self-governing association shall be independent of GIS coordinating elements such as the Governor's Officer of Technology, Office of State GIS Coordinator, or Geographic Information Officers (Appendix B). Regular membership shall be open to individuals who support the objects of the association and pay annual dues.

The board of directors shall govern the association and 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 consist of eleven elected voting members and two ex officio, non-voting members, the WV GIS Coordinator or his designee, and the WV Chief Technology Officer or his designee. The board-elect shall elect the officers: president, vice president, secretary, and treasurer.

To carry out the work of the association, the board shall appoint members to the following standing committees: Conference, Communications, Elections, Technical Issues, and Outreach. Elected board members must serve on a standing committee.

## **Nominations and Elections**

After adoption of the bylaws, the organizers shall recess to enroll charter members, and then reconvene to elect the permanent officers of the association (Appendix C). The initial election of the eleven directors of the board shall be by secret ballot and by plurality vote. Members must be present at the charter meeting to vote. Immediately following the election of directors, the board-elect shall meet to elect the officers. Members who have signed an enrollment agreement form and paid their initial dues at the charter meeting shall have voting rights and be eligible to be an officer of the association.

Nominees interested in serving on the board should contact the Chair of the Election Committee, Jennings Starcher (jstarcher@hcawv.org). Nominations by committee shall close 15 days prior to the election date. Prospective members interested in serving on the board may nominate themselves or may be nominated by others. Nominees shall provide a statement and/or information about themselves which shall be attached to the sample ballot and distributed to the members. The election committee shall determine which constituency group a nominee represents (Appendix G). During the charter meeting, candidates shall be allotted a limited yet equal time to present themselves to the assembly for campaign activities.

## **Frequently Asked Questions**

### **What is the status of the GIS Coordination Committee and Bylaws Committee?**

The WV GIS Coordination Committee dissolved after its final meeting on August 22, 2006, in which the committee recommended that a new coordinating organization be formed. The bylaws committee will dissolve once the proposed bylaws are adopted by the association.

### **Will the WV Association of Geospatial Professionals have any direct authority over GIS professionals or other agencies?**

No. The self-governing Association of Geospatial Professionals is independent of GIS coordinating elements such as the Governor's Officer of Technology, Office of State GIS Coordinator, or Geographic Information Officers. However, government leaders in the State may choose to adopt and implement policies and strategies recommended by the association.

### **Will the WV Association of Geospatial Professionals be formally recognized by the State?**

Since the association wants to qualify for a nonprofit exemption under Section 501(c)(3) of the Internal Revenue Code, the association cannot be closely affiliated with a governmental unit such as state government. After the directors are elected, a committee shall be appointed to look into formal recognition by the state of West Virginia. The committee will need to contact the Internal Revenue Service and collaborate with state entities to determine any executive or statutory powers of the association.

### **Will association meetings be open to the public?**

The membership may provide for invitation of non-members to attend meetings. Non-members, however, have no membership rights. If the association is authorized by law to exercise some portion of executive or legislative power, then the association may be required to adhere to West Virginia Open Meetings Law.

### **Will the association attain IRS tax-exempt status?**

Yes. The organizers intend for the association to apply for recognition as a tax-exempt organization under Section 501(A) of the Internal Revenue Code and to use grant money from the Federal Geographic Data Committee to pay for any accounting or legal services necessary to obtain this recognition.

---

---

**Do you have to be a certified GIS Professional to join the Association?**

No. To join the association you do not have to be a certified Geographic Information Systems Professional (GISP) who has met the minimum standards for ethical conduct and professional practice as established by the GIS Certification Institute (GISCI). However, the association will not discourage GIS professionals from voluntarily seeking GISP certification.

**Do you have to pay dues to join the Association?**

Yes. Dues are important in that they define who has a right to vote. Dues are also necessary to pay for operational expenses of the association. The recommended regular membership dues amount of \$90.00 is based upon necessary funds that are needed to cover banking costs, legal and professional fees, officers' bonds, clerical assistance, and printing & stationery, etc. Initial dues for persons who enroll as charter members before June 15 shall be \$45.00.

**Will the Board of Directors represent the diversity of constituency groups?**

A recent survey (Appendix F) reveals that a broad and diverse group of members of the geospatial community is interested in geospatial activities in the State. The bylaws committee trusts that the membership will select the best qualified candidates from the various constituency groups to include federal and state agencies, regional and local governments, education and research institutions, non-profits, private sector, and citizens who have an interest in advancing the State's Spatial Data Infrastructure.

**What is the status of formulating a GIS strategic plan for the State?**

In support of the Future Directions Fifty States Initiative, the State of West Virginia received 2006 funding from the Federal Geographic Data Committee's Cooperative Agreements Program (CAP) to organize a new statewide coordinating structure and for developing strategic plans. Some preliminary meetings regarding a State GIS plan were held last year. Once the association is formed, the board of directors shall appoint a committee to develop a strategic plan for eventual consideration and approval by the membership. The committee will collaborate with the Office of State GIS Coordinator and Governor's Office of Technology to create this plan.

**What are the benefits of joining the association?**

Members shall have the opportunity to give back to their profession and keep informed of geospatial activities in West Virginia (Appendix D).

**After the bylaws are adopted are all the rules of the association completed?**

No. Members will need to approve some initial standing rules; for example, policies related to the details of the administration of the association rather than rules about the organization itself or rules of parliamentary procedure.

**Can the association engage in legislative activities?**

Yes. In accordance with the Internal Revenue 501(c)(3) regulation for nonprofits, the association may advocate the adoption or rejection of legislation if the association's attempt to influence legislation is not a "substantial" part of its activities.

**Whom do the board members represent?**

All elected WVAGP board members represent the association as a whole and not themselves or their respective agency. All board decisions shall be made collectively and shall not conflict with the actions of the membership. In accordance with Internal Revenue 501(c)(3) nonprofit rules, board members are required to sign a conflict of interest policy which includes the disclosure of members' affiliations with other organizations.

**How are agencies, businesses, or other organizations represented in the association?**

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. The board of directors shall set the dues for allied memberships. Additionally, through the outreach committee, the board may coordinate liaison activities between the association and other organizations.

## Acknowledgements

Below is a list of the members who are collectively involved in the Bylaws Committee. Special acknowledgements are given to Mr. Sean Litteral, President Pro Tem; Ms. Chandra Inglis-Smith, Secretary Pro Tem; Mr. Kurt Donaldson, Bylaws Committee Chair; and Mr. Jennings Starcher for hosting the meetings. Special thanks to our federal partners, specifically our USGS geospatial liaisons and a grant from the Federal Geographic Data Committee.

<b>WVAGP Bylaws Committee</b>				
<b>Last Name</b>	<b>First Name</b>	<b>Organization</b>	<b>Sector</b>	<b>Email</b>
Adkins	J.D.	Cabell County Assessors Office	County	jd@cabellassessor.com
Bauch	Bruce	USGS Geospatial Liaison for WV	Federal	bbauch@usgs.gov
Donaldson (Chair)	Kurt	WV GIS Technical Center, WVU	Education & Research	kdonalds@wvu.edu
Eldridge	Diane	USGS Eastern Region	Federal	deldridge@usgs.gov
Elkhansa	Hussein	Division of Highways	State	helkhansa@dot.state.wv.us
Griffith	Andrea	Semaphore Hill Associates	Commercial	agriffith@semaphorehill.com
Holmes	Mark	L. Robert Kimball & Associates, Inc	Commercial	holmem@lrkimball.com
Inglis-Smith	Chandra	Rahall Transportation Institute, MU	Education & Research	inglis.smith@gmail.com
Lawson	Rick	ESRI	Commercial	rlawson@esri.com
Litteral	Sean	Division of Highways	State	Slitteral@dot.state.wv.us
Litteral	Theresa	Rahall Transportation Institute, MU	Education & Research	theresa.litteral@njrati.org
McColloch	Scott	Geological and Economic Survey	State	mccolloch@geosrv.wvnet.edu
Neidig	Craig	Office of GIS Coordinator	State	cneidig@gis.state.wv.us
Schaffer	Robert	Wood County Assessors Officer	County	svalent1@assessor.state.wv.us
Shaik	Mohiuddin	Michael Baker Jr., Inc.	Commercial	mshaik@mbakercorp.com
Simental	Tony	Dept. of Tax and Revenue	State	jsimental@tax.state.wv.us
Stalnakar	Kathy	Marshall County Assessors Office	County	kstalna1@assessor.state.wv.us
Starcher	Jennings	Health Care Authority	State	jstarcher@hcawv.org
Stephens	Jeff	President, WV Society of Professional Surveyors	Commercial	jls@jlstephens.com
Thaxton	Rex	Mountain CAD Corp.	Commercial	Rex@mtncad.com
Willis	Jon	Robert C. Byrd Center for Rural Health, MU School of Medicine	Education & Research	willis4@marshall.edu
Wolfe	Jamie	Center for Environmental, Geotechnical, & Applied Sciences, MU	Education & Research	jawolfe@marshall.edu

---

---

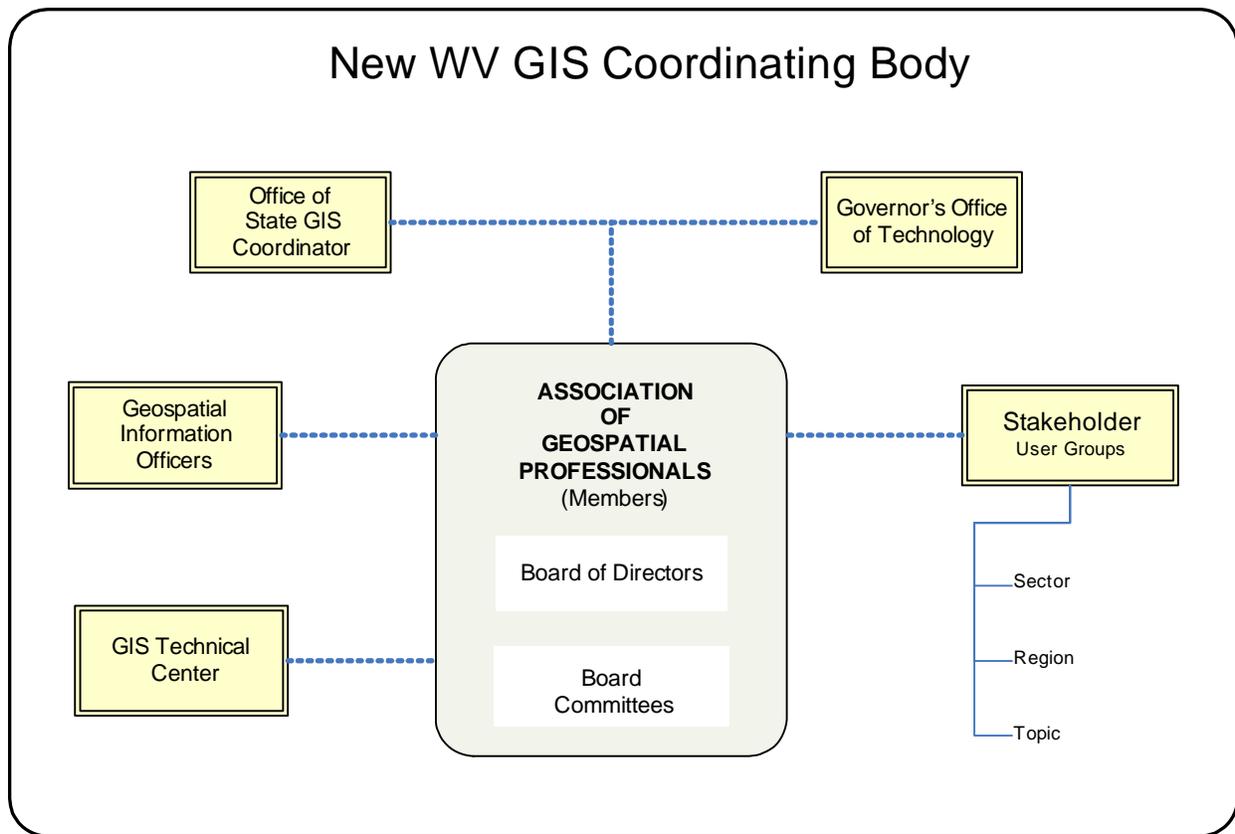
**APPENDIX A: Resources used to Draft Association Bylaws**

The following resources were used to create the bylaws:

<b>RESOURCES</b>	<b>WEB LINK</b>
Framework motions approved by the Bylaws Committee	<a href="#">Link</a>
WV Nonprofit Corporation Act	<a href="#">Link</a>
Parliamentary Authority Robert's Rules of Order (10th ed.) and other Robert's Rules reference books	<a href="#">Link</a>
Bylaws consulting and other professional parliamentarian services by Professional Registered Parliamentarian, Mr. Alan Jennings. Mr. Jennings is author of <i>Robert's Rules for Dummies</i> .	<a href="#">Link</a>
Sample Bylaws (Not all sample bylaws listed)	
National States Geographic Information Council	<a href="#">Link</a>
Hawaii Geographic Information Coordination Council	<a href="#">Link</a>
Are Your Bylaws Democratic? Guidelines from Robert McConnell, Registered Parliamentarian	<a href="#">Link</a>
WV GIS Coordination Committee - Business Plan for New Geospatial Coordinating Body	<a href="#">Link</a>

**APPENDIX B: Relationship of WVAGP to other Coordinating Entities**

In August 2006, the WV GIS Coordinating Committee recommended in their business plan that a new coordination body, named the Association of Geospatial Professionals, replace the inactive GIS Steering Committee. The new coordinating body will serve as a medium for geospatial professionals to promote the effective use of geospatial technologies in the State. The self-governing association will have independent relationships with various geospatial entities, including stakeholder user groups, geographic information officers, Governor’s Office of Technology, Office of State GIS Coordinator, and State GIS Technical Center.



**Figure B-1.** A diagram showing the relationship between the new coordinating body, WV Association of Geospatial Professionals, and other coordinating entities. Refer to the WV GIS Coordination Committee’s Business Plan for a New Geospatial Coordinating Body for more information.

**APPENDIX C: Tentative WVAGP Timeline of Events**

<b>DATE</b>	<b>EVENT</b>
February 2	Bylaws Committee approves bylaws draft and committee report.
February 12 – March 8	Prospective members provided time to review proposed bylaws and provide feedback. Nominate candidates for the board of directors.
March 15	<p><b>2<sup>nd</sup> Organizational Meeting</b> (Adoption of resolution to incorporate and adoption of bylaws).</p> <ul style="list-style-type: none"> <li>o Consideration and adoption of proposed bylaws.</li> <li>o Approve resolution to register articles of incorporation (charter document) with the Secretary of State's office.</li> <li>o Recess to enroll charter members.</li> </ul>
March 15	<p><b>Charter Meeting</b></p> <ul style="list-style-type: none"> <li>o Elect directors and officers.</li> <li>o Enroll members in committees.</li> </ul>
May 9	<p><b>First Board Meeting</b></p> <ul style="list-style-type: none"> <li>o Review standing rules.</li> <li>o Assign members to committees.</li> <li>o Plan first annual membership meeting.</li> </ul>
March 16 – June 4	<ul style="list-style-type: none"> <li>o Continue to enroll charter members.</li> <li>o Submit to the IRS the Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code (Form 1023).</li> <li>o Register association with WV State Tax Department once IRS 501(c) status is approved.</li> <li>o Bond all officers of the association.</li> </ul>
June 5, 2007	<p><b>Annual Membership Meeting</b></p> <ul style="list-style-type: none"> <li>o Approve any standing rules.</li> <li>o Identify platform issues.</li> <li>o Develop framework for State GIS Strategic Plan.</li> </ul>
May – June 2008	<p><b>Second Annual Meeting and Conference</b></p> <ul style="list-style-type: none"> <li>o Adopt State GIS Strategic Plan.</li> </ul>

## **APPENDIX D: Members Benefits**

The Bylaws Committee of the West Virginia Association of Geospatial Professionals offers the following open statement to potential members:

Becoming a member of the WVAGP should be an important priority for geospatial professionals in West Virginia. The goals of the association – to unite and support the community of geospatial professionals in the State – will directly benefit you in your professional pursuits. Potential members have the opportunity to give back to their profession and advance geospatial technologies and policies in the State. The WVAGP will give a voice to our community, especially if you become an active member of the association. There are a host of benefits for dues paying members, including:

- Discounts on the annual conference as well as other sponsored events.
- Members have voting rights and thus have a say in the association and in the agenda.
- Eligibility to be officers of the association as well as chairperson of a committee.
- Members are eligible to participate in WVAGP Listservs.
- All members will receive a complimentary copy of the membership directory and annual newsletter.
- Members receive credit for GIS Professional certification.

In addition, as part of the association's planned role as a coordinator of effort, members will have unique opportunities to serve as liaisons between WVAGP and other organizations, and to provide input and leadership in the development of the State's strategic and business plans. As the association develops and evolves, member benefits will become clearer and more diverse.

In the West Virginia Association of Geospatial Professionals, the sky's the limit! The association is **member driven**, so join today and become an active part of the **community of geospatial professionals!**

---

---

## **APPENDIX E: Proposed Mission Statement and Association Goals**

**Mission:** The mission of the West Virginia Association of Geospatial Professionals is to bring together and build the geospatial community into a cohesive, recognized coordinating body that facilitates the use, development, sharing, and management of geospatial data and communicates the value of geospatial information to citizens and decision-makers.

**Goals:**

**REPRESENTATION AND LEADERSHIP:**

- 1) To represent a unified state voice on geospatial information and technology issues.
- 2) To achieve recognition as leaders in geospatial information use in West Virginia.
- 3) To promote and review legislative and administrative actions which contribute to or effect the distribution and use of geospatial information in West Virginia.
- 4) To promote the awareness of geospatial information and technologies as an invaluable tool for planning, decision-making and problem-solving processes by government, professional, academic, and private organizations and individuals.
- 5) To actively promote geospatial information integration and systems development.
- 6) To identify high-priority, public geospatial databases and promote their development, spatial integration, maintenance and distribution.
- 7) To apply for grant programs and other sustainable funding to further the goals and objectives of the Association.

**B. COMMUNICATION AND COORDINATION:**

- 1) To provide a forum for cooperation and communication in matters related to the use and development of geospatial information in West Virginia.
- 2) To collectively develop strategic plans, policy statements, and business plans among a broad diversity of constituency groups.
- 3) To promote sharing of geospatial information by developing and promoting standards, model agreements, clearinghouses, newsletters, metadata/data and other appropriate information sharing actions.
- 4) To facilitate cost-sharing and collaborative arrangements to develop and maintain geospatial data and services.
- 5) To foster partnerships with other organizations including federal, local and regional governments, professional associations, and public and private sector groups.
- 6) To participate in the development of the National Spatial Data Infrastructure.
- 7) To facilitate the distribution and availability of geospatial data and services.

**C. RESEARCH AND PROFESSIONAL DEVELOPMENT:**

- 1) To study issues affecting the use and sharing of geospatial information and to disseminate this information to the membership and other organizations.
- 2) To provide a forum for examining new geospatial information and technology issues and ideas.
- 3) To provide opportunities for professional development through the support of activities such as conferences and seminars.
- 4) To encourage voluntary certification of geospatial professionals according to the minimum standards for ethical conduct and professional practice established by the GIS Certification Institute (GISCI).

**D. EDUCATION AND PUBLIC OUTREACH:**

- 1) To promote the understanding of geospatial information and technology to organizations and the public in West Virginia.
- 2) To promote education and training curriculums for geospatial information within all levels of education.
- 3) To promote the dissemination of information to institutions, such as public libraries or institutions of learning.

APPENDIX F: Survey of Geospatial Community's Constituency Groups

The graphs below illustrate the professional demographics of potential members.

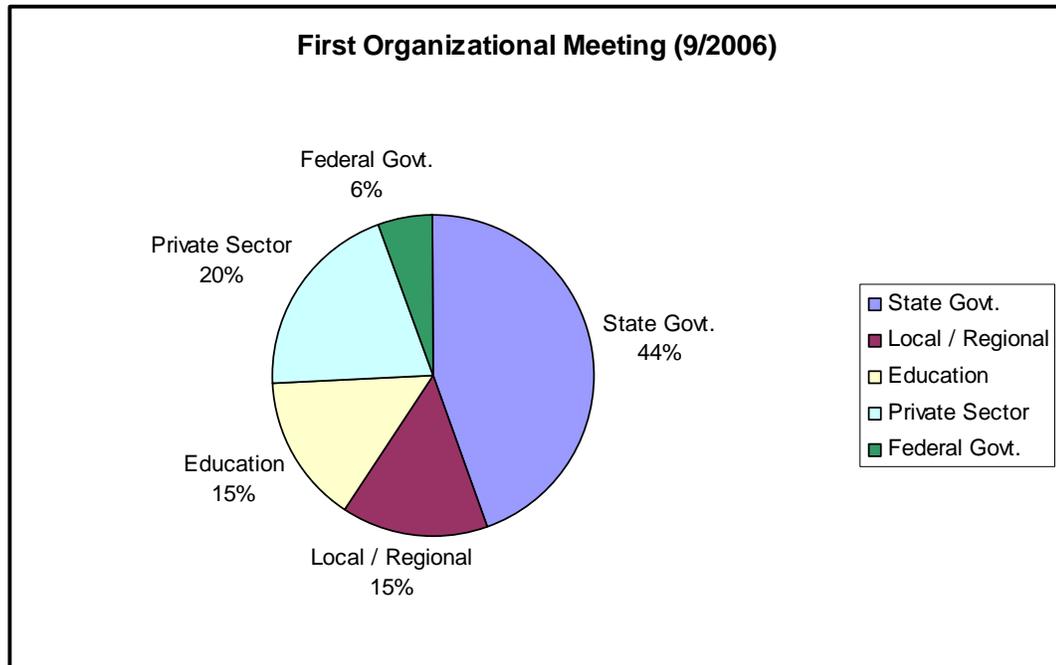


Figure F-1. Composition of first organizational meeting in September 2006. Total attendees: 54

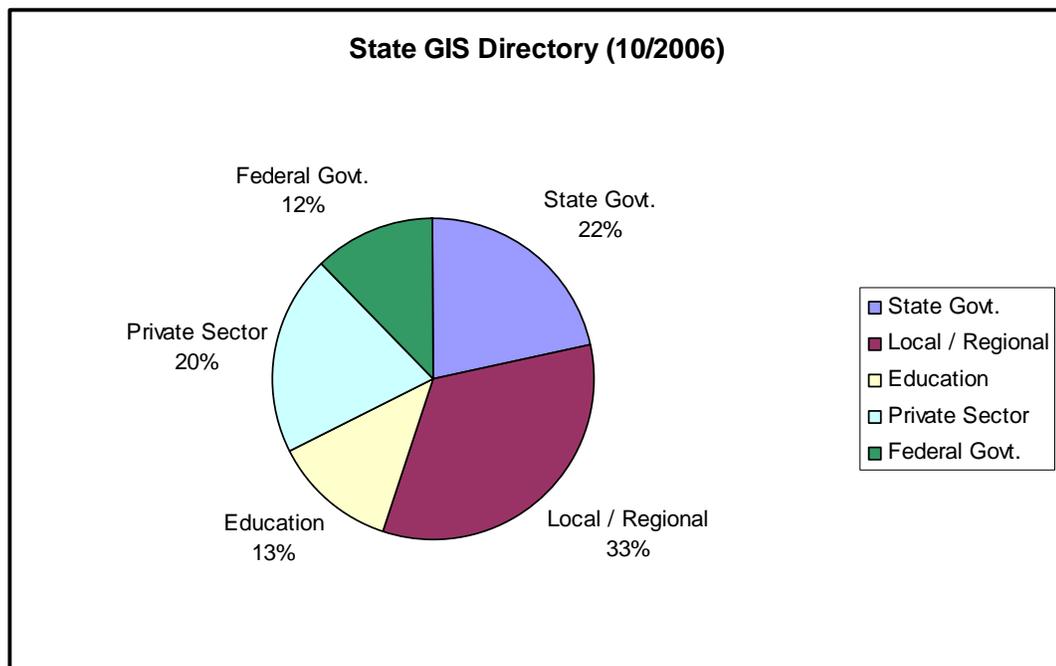


Figure F-2. Composition of State GIS Directory as of October 2006. Total members listed in directory: 700. Approximately half of the private sector and Federal agency members reside outside the State.

## **APPENDIX G: Description of Constituency Groups**

The election committee shall determine which constituency group a nominee to the board of directors shall represent. Below are some general guidelines:

### **Constituency Groups**

- 1) **FEDERAL GOVERNMENT:** Any individual employed by the federal government.
- 2) **STATE GOVERNMENT:** State agencies; WV Army National Guard.
- 3) **REGIONAL/LOCAL ORGANIZATIONS:** Local and county governments; non-profits to include municipal, county, and state associations; county and regional development authorities.
- 4) **EDUCATION AND RESEARCH:** Full-time students, K-12 education, higher education, and research centers affiliated with universities and colleges.
- 5) **PRIVATE SECTOR:** Individuals associated with commercial geospatial companies, consultants and vendors.
- 6) **OTHER:** Liaisons representing national associations; individuals neither associated with geospatial technologies through employment nor affiliated with any of the constituencies above.