

# WV Association of Geospatial Professionals

## Charter Meeting Minutes

### Meeting Date – March 15, 2007

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**Call to Order:** The second organizational meeting of the WV Association of Geospatial Professionals was held at the Columbia Gas Transmission building, Charleston, WV, on March 15, 2007. The mass meeting was called to order at 9:15 a.m. by Sean Litteral, chairman pro tem and presiding officer. The secretary pro tem, Chandra Inglis-Smith, was present.

**Attendance:** Over 50 prospective members of the association attended the meeting. See the attendance roster located in Appendix C.

**Approval of Minutes:** The minutes of September 13, 2006 were approved as distributed.

**Report of Bylaws Committee:** The bylaws committee chair, Kurt Donaldson, reported on the proposed bylaws agreed upon by the committee. Upon completion of his report, Mr. Donaldson recommended that the draft bylaws be adopted.

**Consideration and Adoption of Bylaws:** Each article in the bylaws was stated, considered, and open to amendment. After there were no further amendments by the membership, the amended bylaws were seconded and approved by the membership. See the full text of bylaws at the end of minutes.

**Approval of Resolution to File Articles of Incorporation:** The resolution, “*Resolved, that the Association file articles of incorporation with the State of West Virginia,*” was read by Chandra Inglis-Smith, seconded, and subsequently approved by the members.

**Enrollment of Charter Members:** The assembly recessed whereby 53 charter members enrolled and signed up for standing committees. A photo of the charter members can be found in Appendix C.

#### **Election of Board of Directors:**

**Nominations:** The election committee chair, Jennings Starcher, reported that 13 individuals were nominated by committee for the board for directors. In addition, a write-in candidate submitted an application for nomination. After nominations from the floor were closed, each of the 14 candidates was allotted two minutes to present themselves to the assembly for campaign activities.

**Ballot Vote:** The election was conducted by plurality vote and secret ballot. Two tellers were appointed by the presiding officer to distribute and tally the ballots. The tellers report was delivered to the chair who announced the election results. See Appendix A for the tellers report.

**Elected Board:** The eleven new members of the WVAGP board of directors are: Kurt Donaldson (President), Hussein Elkhansa (Vice-President), Katherine Paybins (Treasurer), Chandra Inglis-Smith (Secretary), Larry Evans, Rick Lawson, Sean Litteral, Matt Mullenax, Robert Schaffer, Jennings Starcher, and Jeff Stephens. A photo of the newly elected board can be found in Appendix C.

**Adjournment:** The meeting adjourned at 1:00 p.m.

**Next Meeting:**

The next membership meeting is scheduled for June 5, 2007, at the Days Inn Hotel and Conference Center in Flatwoods, WV. The primary focus of this meeting shall be the development of a State GIS Plan.

/ signed /

5 June 07

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Secretary: Chandra Inglis-Smith  
WV Association of Geospatial Professionals

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Date of Approval

**Appendix A: Tellers Report**

**WV ASSOCIATION OF GEOSPATIAL PROFESSIONALS  
Board of Directors Election Totals  
March 15, 2007**

<b>RANK</b>	<b>CANDIDATE</b>	<b>TOTAL VOTES</b>
1	Kurt Donaldson (Ed/R)	49
2-Tie	Katherine Paybins (F)	48
2-Tie	Chandra Inglis-Smith (Ed/R)	48
4	Rick Lawson (C)	47
5	Jennings Starcher (S)	45
6	Matt Mullenax (Re/LG)	44
7	Sean Litteral (S)	40
8	Hussein Elkhansa (S)	38
9	Larry Evans (S)	35
10	Jeff Stephens (C)	34
11	Robert Shaffer (Re/LG)	32
12	Mark Holmes (C)	31
13	JD Adkins (Re/LG)	27
14	Mike Pizzino (Re/LG)	18

**Affiliation Codes:**

(Ed/R) – Education and Research

(F) – Federal

(C) – Commercial

(S) – State

(Re/LG) – Regional/Local Government

Ballots Cast: 51 Votes Total

Illegal Votes: None

Total Members: 53 Members (1 left before voting and 1 arrived after voting)

Tellers/Election Inspectors: Nicki Barnette and Jamie Wolfe

Election Committee Chair: Jennings Starcher

In accordance with the bylaws (Section 5.4.A.4), the six directors receiving the highest number of votes shall serve a term of three years to expire June 30, 2010. The remaining five directors shall serve a term of two years to expire June 30, 2009.

**Appendix B: Attendees**

**WV Association of Geospatial Professionals**

**Attendance of Second Organizational Meeting**

**March 15, 2007**

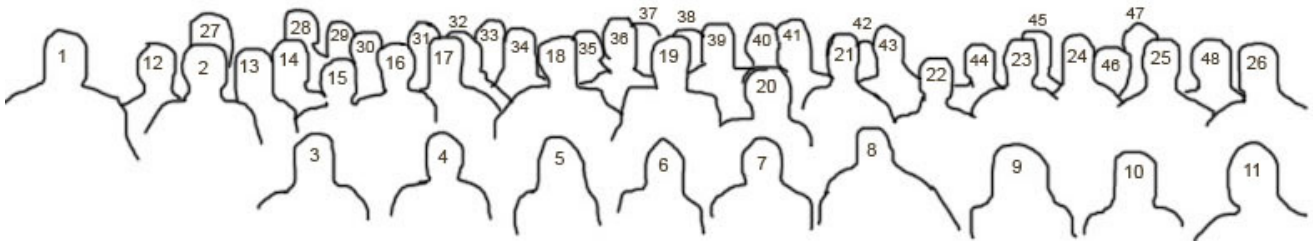
<b>Name</b>	<b>Organization</b>	<b>Email</b>
Douglas E. Shahan	Preston County Assessor's Office	<a href="mailto:deshahan@assessor.state.wv.us">deshahan@assessor.state.wv.us</a>
Jennifer "Nicki" Barnette	Putnam Co. Office of Planning & Infrastructure	<a href="mailto:nbarnette@putnamwv.org">nbarnette@putnamwv.org</a>
Dave Sypolt	WVSPS	<a href="mailto:davesypolt@wvsenate.com">davesypolt@wvsenate.com</a>
Pete Dailey	RTI	<a href="mailto:dailey29@marshall.edu">dailey29@marshall.edu</a>
Craig Neidig	WVGIS	<a href="mailto:cneidig@gis.state.wv.us">cneidig@gis.state.wv.us</a>
Tim Ransom	RTI- GA	<a href="mailto:tim.w.ransom@gmail.com">tim.w.ransom@gmail.com</a>
Matt Beckett	RTI- GA	<a href="mailto:beckett12b@hotmail.com">beckett12b@hotmail.com</a>
Juan I Gutierrez	RTI- GA	<a href="mailto:bogrras2006@hotmail.com">bogrras2006@hotmail.com</a>
Rick Lawson	ESRI	<a href="mailto:rlawson@esri.com">rlawson@esri.com</a>
Frank Lafone	WVGISTC	<a href="mailto:frank.lafone@mail.wvu.edu">frank.lafone@mail.wvu.edu</a>
Kevin Kuhn	WVGISTC	<a href="mailto:Kevin.kuhn@mail.wvu.edu">Kevin.kuhn@mail.wvu.edu</a>
Eric Hopkins	WVGISTC	<a href="mailto:ehopkins@wvu.edu">ehopkins@wvu.edu</a>
Mike Orr	RTI-GA	<a href="mailto:morr75@verizon.net">morr75@verizon.net</a>
J.D. Adkins	Cabell Co. Assessor's Office	<a href="mailto:JD@cabellassessor.com">JD@cabellassessor.com</a>
Rich Binns	WVGES	<a href="mailto:rbinns@geosrv.wvnet.edu">rbinns@geosrv.wvnet.edu</a>
John Bocan	WVGES	<a href="mailto:bocan@geosrv.wvnet.edu">bocan@geosrv.wvnet.edu</a>

Name	Organization	Email
Scott McColloch	WVGES	<a href="mailto:mccolloch@geosrv.wvnet.edu">mccolloch@geosrv.wvnet.edu</a>
Andrew Steel	National Park Service	<a href="mailto:andy.steel@nps.gov">andy.steel@nps.gov</a>
Theresa Litteral	RTI	<a href="mailto:theresalitteral@njrati.org">theresalitteral@njrati.org</a>
Brandie Yalniz	WVDOT	<a href="mailto:bsyalniz@yahoo.com">bsyalniz@yahoo.com</a>
Larry Evans	WVDEP	<a href="mailto:levans@wvdep.org">levans@wvdep.org</a>
Michael Shank	WVDEP	<a href="mailto:mshank@wvdep.org">mshank@wvdep.org</a>
Shaik Mohiuddin	Michael Baker Jr.	<a href="mailto:mshaik@mbakercorp.com">mshaik@mbakercorp.com</a>
Chandra Inglis-Smith	RTI	<a href="mailto:inglissmith@njrati.org">inglissmith@njrati.org</a>
Nancy Osborne	US- DOI- OSM	<a href="mailto:nosborne@osmre.gov">nosborne@osmre.gov</a>
Mark Holmes	L. Robert Kimball & Assoc.	<a href="mailto:holmem@lrkimball.com">holmem@lrkimball.com</a>
Diane Eldridge	USGS Eastern Region	<a href="mailto:deldridge@usgs.gov">deldridge@usgs.gov</a>
Robert Schaffer	Wood County Assessors Office	<a href="mailto:evalent1@assessor.state.wv.us">evalent1@assessor.state.wv.us</a>
Jennings Starcher	WV Health Care Authority	<a href="mailto:jstarcher@hcawv.org">jstarcher@hcawv.org</a>
Hussein Elkhansa	WVDOT	<a href="mailto:helkhansa@dot.state.wv.us">helkhansa@dot.state.wv.us</a>
Sean Litteral	WVDOT	<a href="mailto:slitteral@dot.state.wv.us">slitteral@dot.state.wv.us</a>
Chris Eurice	Berkeley Co. Planning	<a href="mailto:ceurice@berkeleycountycomm.org">ceurice@berkeleycountycomm.org</a>
Everett Perry	Marshall Medical School	<a href="mailto:perry60@marshall.edu">perry60@marshall.edu</a>
Debra Rohrer	Columbia Gas	<a href="mailto:drohrer@alisource.com">drohrer@alisource.com</a>
Peter Vila	Shepherd University	<a href="mailto:pvila@shepherd.edu">pvila@shepherd.edu</a>
April Savage	USDA Farm Service Agency	<a href="mailto:april.savage@wv.usda.gov">april.savage@wv.usda.gov</a>
Jamie Wolfe	CEGAS	<a href="mailto:jawolfe@marshall.edu">jawolfe@marshall.edu</a>

Name	Organization	Email
Sang Yoo	RTI	<a href="mailto:sang.yoo@njrati.org">sang.yoo@njrati.org</a>
Shane Taylor	SCHHD	<a href="mailto:shanetaylor@wvdhhr.org">shanetaylor@wvdhhr.org</a>
Sam Lammie	Monongahela NF, USDA	<a href="mailto:slammie@fs.fed.ud">slammie@fs.fed.ud</a>
Matt Mullenax	Berkeley Co. Planning	<a href="mailto:mmullenax@berkeleycountycomm.org">mmullenax@berkeleycountycomm.org</a>
Jim Kompanek	Cultural Resource Analysts, Inc.	<a href="mailto:jhkompanck@crai-ky.com">jhkompanck@crai-ky.com</a>
Katherine Paybins	USGS- Water Division	<a href="mailto:kpaybins@usgs.gov">kpaybins@usgs.gov</a>
Andrea Griffith	Semaphore Hill Associates	<a href="mailto:agriffith@semaphorehill.com">agriffith@semaphorehill.com</a>
Jose A. "Tony" Simental	WV Tax Dept.	<a href="mailto:jsimental@tax.state.wv.us">jsimental@tax.state.wv.us</a>
Terri L. Funk	Preston Co. Assessors Office	<a href="mailto:TLFunk@assessor.state.wv.us">TLFunk@assessor.state.wv.us</a>
Connie R Ervin	Preston Co. Assessors Office	<a href="mailto:crervin@assessor.state.wv.us">crervin@assessor.state.wv.us</a>
Jeff Stephens	WVSPS	<a href="mailto:jls@jlstephens.com">jls@jlstephens.com</a>
Marshall Burgess	WVDOT	<a href="mailto:mburgess@dot.state.wv.us">mburgess@dot.state.wv.us</a>
Kurt Donaldson	WVGISTC	<a href="mailto:kdonalds@wvu.edu">kdonalds@wvu.edu</a>
Rex Thaxton	Mountain CAD	<a href="mailto:rex@mountaincad.com">rex@mountaincad.com</a>
Michael Dougherty	WV DNR	<a href="mailto:michaeldougherty@wvdnr.gov">michaeldougherty@wvdnr.gov</a>

## Appendix C: Photos

### Charter Members



- |                             |                      |                     |
|-----------------------------|----------------------|---------------------|
| 1. Hussein Elkhansa         | 17. Shane Taylor     | 34. Diane Eldridge  |
| 2. J.D. Adkins              | 18. Marshall Burgess | 35. Rick Lawson     |
| 3. Chandra Inglis-Smith     | 19. Tony Siemental   | 36. Scott McColloch |
| 4. Jennifer "Nicki" Barnett | 20. Terri Funk       | 37. John Bocan      |
| 5. Nancy Osborne            | 21. Mark Holmes      | 38. Frank LaFone    |
| 6. Andrea Griffith          | 22. Chris Eurice     | 39. Robert Schaffer |
| 7. Jennings Starcher        | 23. Matt Mullenax    | 40. Kevin Kuhn      |
| 8. Everett Perry            | 24. Peter Villa      | 41. Dave Sypolt     |
| 9. April Savage             | 25. Kurt Donaldson   | 42. Rich Binns      |
| 10. Connie Ervin            | 26. Shaik Mohiuddin  | 43. Jeff Stephens   |
| 11. Pete Dailey             | 27. Craig Neidig     | 44. James Wolfe     |
| 12. Theresa Litteral        | 28. Eric Hopkins     | 45. Douglas Shahan  |
| 13. Brandie Yalniz          | 29. Matthew Beckett  | 46. Mike Shank      |
| 14. Juan Guterrez           | 30. Sang Yoo         | 47. Sam Lammie      |
| 15. Michael Orr             | 31. Tim Ransom       | 48. Joe Bentley     |
| 16. Katherine Paybins       | 32. Andrew Steel     |                     |
|                             | 33. Jim Kompanek     |                     |

## Board of Directors



<b>WVAGP Board 2007-2008</b>				
<b>Last Name</b>	<b>First Name</b>	<b>Organization</b>	<b>Sector</b>	<b>Email</b>
Donaldson (President)	Kurt	WV GIS Technical Center, WVU	Education & Research	kdonalds@wvu.edu
Elkhansa (Vice President)	Hussein	Division of Highways	State	helkhansa@dot.state.wv.us
Evans	Larry	Department of Environmental Protection	State	levans@wvdep.org
Inglis-Smith (Secretary)	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
Mullenax	Matthew	Berkeley County Planning Department	County	mmullenax@berkeleycountycomm.org
Neidig (Ex officio)	Craig	Office of GIS Coordinator	State	cneidig@gis.state.wv.us
Paybins (Treasurer)	Katherine	U.S. Geological Survey	Federal	kpaybins@usgs.gov
Schaffer	Robert	Wood County Assessors Officer	County	svalent1@assessor.state.wv.us
Starcher	Jennings	Health Care Authority	State	jstarcher@hcawv.org
Stephens	Jeff	JL Stephens and Associates	Commercial	jls@jlstephens.com



1 **ARTICLE I – NAME**

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

5 **ARTICLE II – OBJECT**

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

13 **ARTICLE III – MEMBERSHIP**

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

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

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

35 **ARTICLE IV – DUES**

36 **Section 4.1 – Dues for Regular Members:**  
37 Annual dues for regular members shall be  
38 **\$90.00**, subject to an annual Consumer Price  
39 Index adjustment as provided in Section 4.2.  
40 Regular members who are enrolled as full-  
41 time students at any state-chartered

42 educational institution shall be entitled to a  
43 dues discount of **50%**.

44 *Proviso: Initial dues for persons who enroll as*  
45 *charter members before, or within 90 days*  
46 *after, the charter meeting in March 2007,*  
47 *shall be 50% of the rate stated in this section.*  
48 *This proviso shall be dropped from the bylaws*  
49 *90 days after the charter meeting in March*  
50 *2007.*

51 **Section 4.2 – Automatic Dues Adjustments:**

52 Annual dues shall be adjusted automatically in  
53 the same percentage as the net change in the  
54 United States Department of Labor Bureau of  
55 Labor Statistics’ Consumer Price Index for all  
56 urban consumers (CPI-U), Southern region, all  
57 items index, base period 1982-84=100. The  
58 adjustment shall be calculated in February of  
59 each year based on the CPI-U for January.  
60 The adjustment in the dues for the annual  
61 period beginning the following April shall be  
62 directly proportional to the percent change in  
63 the CPI-U from January of the previous year.  
64 The amount thus calculated shall be then  
65 rounded to the nearest whole dollar amount.  
66 *Proviso: This section shall not be effective*  
67 *until February 2009, at which time this*  
68 *proviso shall automatically be dropped from*  
69 *the bylaws.*

70 **Section 4.3 – Honorary Lifetime Members:**

71 Upon the signed recommendation of two  
72 regular members and by three-fourths vote by  
73 ballot at the annual meeting, honorary life  
74 membership may be conferred upon a regular  
75 member who has rendered notable service to  
76 the association. An honorary lifetime member  
77 shall pay no dues and shall retain all the rights  
78 and privileges of regular members.

79 **Section 4.4 – Dues for Allied Members:** The  
80 board of directors shall set the dues for allied  
81 memberships.

82 **Section 4.5 – Forfeiture for Non-Payment of**

83 **Dues:** Dues are payable to the association  
84 annually on April 1. Members whose dues are  
85 not paid by the commencement of the annual  
86 meeting shall be automatically dropped from  
87 membership in the association. Members who  
88 have not paid their current year dues are  
89 ineligible to vote at any membership meeting

- 90 **Section 4.6 – Reinstatement after** 133 shall be listed on the ballot  
91 **Forfeiture:** Reinstatement to membership 134 categorized by constituency  
92 shall be subject to the approval of the 135 represented, then alphabetically by  
93 membership or the board of directors. 136 last name. There shall be spaces for  
137 write-in votes for as many directors as  
138 are to be elected.
- 94 **Section 4.7 – Resignation:** Any member 139  
95 whose dues are current and who desires to 140  
96 resign from the association shall submit a 141  
97 letter of resignation to the secretary, who shall 142  
98 present it to the board of directors for action. 143
- 99 **ARTICLE V – OFFICERS &** 144  
100 **DIRECTORS** 145
- 101 **Section 5.1 –** There shall be eleven directors 146  
102 of this association who shall be elected by the 147  
103 membership to serve on the board of directors. 148  
104 Officers shall include a president, vice 149  
105 president, secretary, and treasurer who shall be 150  
106 elected by the board of directors. The 151  
107 president and vice president shall be elected 152  
108 from among the elected directors. 153
- 109 **Section 5.2 – Qualifications of Directors:** 154  
110 Directors shall be members of the association. 155  
111 If a director ceases to be a member of the 156  
112 association, his or her directorship is forfeit 157  
113 and his or her office is vacant. 158
- 114 **Section 5.3 – Nominations and Election of** 159  
115 **Directors:** 160
- 116 A. NOMINATIONS: 161
- 117 1. The board of directors will appoint an 162  
118 election committee of five regular 163  
119 members. 164
- 120 2. The committee shall report the official 165  
121 ballot which shall include the names 166  
122 of all nominees who have a) 167  
123 submitted the nominating petition(s) 168  
124 of at least three members and b) who 169  
125 have consented in writing to 1) 170  
126 uphold the bylaws of the association, 171  
127 2) attend all meetings of the board and 172  
128 3) accept committee service. The 173  
129 committee shall make no 174  
130 recommendations on nominees.
- 131 3. The official ballot shall identify each 175  
132 nominee by name and city; nominees 176  
177
4. The committee shall provide for each 178  
179 nominee to include such statement 180  
181 and/or information as the nominee 182  
183 may care to provide, subject to 184  
185 reasonable limitations of space as 186  
187 shall be determined by the committee, 188  
189 and which statement and/or 190  
191 information shall be printed and 192  
193 distributed with the official ballot 194  
195 distributed to the membership.
5. The committee shall be authorized to 196  
197 develop all necessary official forms, 198  
199 procedures, and deadlines for use in 199  
200 properly discharging its duties under 200  
201 this section.
- B. ELECTIONS: 201
1. The election of directors shall be by 202  
203 mail ballot, subject to the right of a 204  
205 member to deposit his or her properly 206  
207 sealed ballot directly with the 208  
209 treasurer or his or her designee before 209  
210 the election meeting is called to order.
2. The ballots shall be counted during, 211  
212 and the results shall be announced at 213  
214 the annual meeting.
- Proviso: Paragraphs 1 and 2 of*  
*subsection B of this section shall be*  
*effective for all elections after the*  
*initial election of directors at the*  
*charter meeting in March 2007, after*  
*which this proviso shall be dropped*  
*from these bylaws.*
3. Preferential voting is authorized. 215  
216
4. In the event of a tie, the decision shall 217  
218 be by lot. 219
- C. BOARD-ELECT: The board-elect shall 220  
221 meet after its election and before the 221  
222 adjournment of the annual association 222

178 business meeting at a fixed time  
179 announced in the notice of the annual  
180 meeting, for the sole and exclusive  
181 purpose of electing the president, vice  
182 president, secretary, and treasurer for the  
183 upcoming term.

## 184 Section 5.4 – Terms of Office:

### 185 A. DIRECTORS:

186 1. The term of office for each director  
187 shall be for two years, or until  
188 successors are elected and assume  
189 office. The term shall begin on July 1  
190 following the meeting at which they  
191 are elected. If the election of  
192 directors is not completed before July  
193 1, the term shall begin at the close of  
194 the meeting at which the directors are  
195 elected.

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

200 3. Five directors will be elected in odd-  
201 numbered years, and six directors will  
202 be elected in even numbered years.

203 4. In 2007, after adoption of the bylaws  
204 by the organizers, and after the charter  
205 membership enrollment period  
206 established by the organizers, the  
207 association shall hold a charter  
208 meeting at which it shall elect the 11  
209 elected directors following  
210 nominations from the floor. The six  
211 directors receiving the highest number  
212 of votes shall serve a term of three  
213 years to expire June 30, 2010. The  
214 remaining five directors shall serve a  
215 term of two years to expire June 30,  
216 2009. No elections for directors shall  
217 be held in 2008 except to fill a  
218 vacancy in an unexpired term.  
219 *Proviso: This paragraph shall be*  
220 *effective until the directors elected in*  
221 *2010 assume office, after which time*  
222 *it shall automatically be dropped from*  
223 *the bylaws.*

### 224 B. OTHER OFFICERS:

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

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

236 **Section 5.5 – Vacancy in Office:** In the event  
237 of a vacancy in the office of president, the vice  
238 president automatically becomes president for  
239 the unexpired portion of the term. The board  
240 of directors shall fill a vacancy in any other  
241 office at the first regular meeting of the  
242 directors after the vacancy occurs. A vacancy  
243 in the office of director shall be filled by the  
244 membership at the annual meeting or at a  
245 special meeting of the membership provided  
246 notice of the election is included in the call.

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

252 A. **PRESIDENT:** The president shall preside  
253 at meetings of the membership and board  
254 of directors. Each assembly, however,  
255 may suspend this provision and elect a  
256 chairman pro tempore at any meeting.  
257 The president shall be ex officio a member  
258 of all committees except the election  
259 committee. The president may countersign  
260 checks.

261 B. **VICE PRESIDENT:** The vice-president  
262 shall assist the president in the discharge  
263 of the President's duties. In the absence or  
264 inability of the president to perform the  
265 duties of the president, the vice president  
266 shall assume those duties. The vice  
267 president may countersign checks.

268 C. **SECRETARY:** The secretary shall be the  
269 recording officer of the association and  
270 the custodian of its records and legal

271 documents. The secretary shall keep, or  
272 cause to be kept, accurate minutes of all  
273 proceedings and meetings of the  
274 association and board of directors, and  
275 shall ensure that meeting and membership  
276 records are maintained in accordance with  
277 the West Virginia Nonprofit Corporation  
278 Act. The Secretary may countersign  
279 checks.

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

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

## 300 **ARTICLE VI – MEETINGS**

301 **Section 6.1 – Annual Meetings:** There shall  
302 be an annual meeting in the second calendar  
303 quarter for the purpose of electing directors,  
304 receiving reports of officers and committees,  
305 and for any other business that may arise.  
306 Notice of the annual meeting shall be mailed  
307 to the last recorded address of each member at  
308 least 45 days but no more than 60 days before  
309 the meeting.

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

318 be given to regular members at least 30 days,  
319 but no more than 45 days, before the meeting.

320 **Section 6.3 – Quorum:** Fifteen percent of the  
321 regular membership, or 25 regular members,  
322 whichever is fewer, shall constitute a quorum.

323 **Section 6.4 – Proxy Voting Prohibited:**  
324 Proxy voting is prohibited. A member must  
325 be present at a meeting at the time a vote is  
326 taken to exercise voting rights.

## 327 **ARTICLE VII – BOARD OF** 328 **DIRECTORS**

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

336 **Section 7.2 – Board Powers and Duties:**  
337 The board of directors shall have control of the  
338 association's affairs between meetings of the  
339 membership, but the board is subordinate to  
340 and shall at all times be subject to the orders of  
341 the association membership and none of its  
342 acts shall conflict with actions taken by the  
343 membership. The board shall actively pursue  
344 the association's purpose and mission as  
345 established by the members. It shall have  
346 discretion in the budget and disbursement of  
347 its funds. The board shall fix the hour and  
348 place of meetings, appoint members to  
349 standing committees, and make  
350 recommendations to the association. The  
351 board is authorized to approve the minutes of  
352 the annual meeting or other membership  
353 meetings. The board may adopt such policies,  
354 rules and regulations for the conduct of  
355 business as it deems appropriate. The board  
356 may delegate responsibilities to the officers,  
357 committees, staff, professional consultants or  
358 independent contractors as it deems necessary  
359 and prudent for the administration of the  
360 affairs of the association.

361 **Section 7.3 – Board Meetings:** Regular  
362 meetings of the board shall be held quarterly  
363 on the second Wednesday of the second month

364 of each calendar quarter or on such other date  
365 and at such place as may be ordered by the  
366 board. Special meetings of the board may be  
367 called by the president and shall be called  
368 upon written request of three members of the  
369 board. Written notice of at least 24 hours shall  
370 be given for special meetings of the board, and  
371 the purpose of the meeting shall be stated in  
372 the notice. Association members shall have  
373 the right to attend board meetings subject to  
374 the right of the board to go into executive  
375 session for any reason at any time.

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

380 **Section 7.5 – Executive Committee:** The  
381 executive committee shall consist of the  
382 president, vice president, secretary, and  
383 treasurer. The executive committee may act  
384 on behalf of the board of directors between  
385 board meetings but may take no action that  
386 conflicts with actions of the board or of the  
387 membership. All actions of the executive  
388 committee between meetings of the board  
389 shall be reported to the board in writing at its  
390 next meeting. The president shall be chairman  
391 of the executive committee. Any member of  
392 the executive committee may call a meeting of  
393 the committee with 24 hours notice to its  
394 members.

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

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

410 **Section 7.8 – Removal of Directors by**  
411 **Members:** Members may remove one or

412 more directors from office without cause by a  
413 two-thirds vote without notice, a majority vote  
414 with notice, or a majority of the entire  
415 membership. When one or more directors  
416 have been removed from office, new directors  
417 may be elected at the same meeting or  
418 subsequent meeting by majority vote.

419 **Section 7.9 – Resignation of Directors:** A  
420 director may resign at any time by providing a  
421 letter of resignation to the secretary. Such  
422 resignation shall be effective at the time  
423 specified in the letter, or immediately upon  
424 acceptance by the board if no time is specified.

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

## 430 **ARTICLE VIII – COMMITTEES**

431 **Section 8.1 – Standing Committees:**  
432 Standing committees appointed by the board  
433 shall be: Conference, Communications,  
434 Elections, Technical Issues, Outreach, and  
435 others as may be authorized by the board or  
436 the membership.

### 437 **A. DUTIES:**

- 438 1. Conference Committee: To report  
439 and recommend on plans for the  
440 annual conference and to execute the  
441 orders of the board or membership in  
442 connection therewith.
- 443 2. Communications Committee: To  
444 report and recommend on matters and  
445 methods of communication with the  
446 membership and the public, and to  
447 execute the orders of the board or  
448 membership in connection therewith.
- 449 3. Election Committee: To report and  
450 recommend on nomination and  
451 election procedures, and to execute  
452 their charge as provided in these  
453 bylaws and with any orders or  
454 resolutions of the board or  
455 membership not in conflict therewith.

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

463 5. Outreach Committee: To report and  
464 recommend on methods for  
465 exchanging information and for  
466 promoting an awareness of geospatial  
467 technologies and to execute the orders  
468 of the board or membership in  
469 connection therewith.

470 B. APPOINTMENT: Participation in  
471 standing committees is open to members  
472 of the association and interested non-  
473 members. The board of directors shall  
474 appoint members to serve on standing  
475 committees as deemed necessary to carry  
476 out the work of the association. Each  
477 standing committee shall include at least  
478 one director in its membership.

479 C. STANDING COMMITTEE  
480 OPERATIONS: Each committee shall  
481 elect its chairman who must be a member  
482 of the association. The chairman shall be  
483 responsible for organizing the affairs of  
484 the committee and representing the  
485 committee before any board or  
486 membership meeting. Standing  
487 committees are authorized to meet by  
488 teleconference or video conference  
489 provided all members are in simultaneous  
490 aural communication during the meeting.  
491 Committees shall meet at least quarterly at  
492 a time and place to be determined by the  
493 committee. Committees shall keep a  
494 record of all proceedings and furnish a  
495 copy to the secretary, shall present reports  
496 to the board as necessary, and shall  
497 present an annual report to the  
498 membership.

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

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

## 513 **ARTICLE IX – PARLIAMENTARY** 514 **AUTHORITY**

515 The rules contained in the current edition of  
516 *Robert's Rules of Order Newly Revised* shall  
517 govern the board of directors in all cases to  
518 which they are applicable and in which they  
519 are not inconsistent with these bylaws, any  
520 special rules of order the board may adopt, and  
521 any statutes applicable to this organization that  
522 do not authorize the provisions of these  
523 bylaws to take precedence.

## 524 **ARTICLE X – AMENDMENT**

525 These bylaws may be amended at any meeting  
526 of the association by two-thirds vote, provided  
527 that the proposed amendment is distributed to  
528 the members at least 14 days, but no more than  
529 60 days prior to the meeting date. Proposed  
530 amendments shall be submitted in writing and  
531 signed by two regular members.