

# UGIC Bylaws

Contributed by UGIC Board  
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## UTAH GEOGRAPHIC INFORMATION COUNCIL

### BYLAWS

#### PURPOSE

- To act and operate as an information and facilitating organization to promote effective development, access, application, and cooperative use of high quality and meaningful geographic information in the State of Utah among all interested agencies, institutions, companies, and individuals.
  
- To promote cooperation among all levels of government and the private sector in addressing geographic-data and information needs and services in Utah.
  
- To promote coordination of programs, policies, technologies, and resources to optimize opportunities and minimize duplication of effort.
  
- To identify and provide recommendations to federal, state, and local agencies, and the private sector on mapping and geographic-data needs, priorities, and standards.
  
- To engage in any and all activities and pursuits, and to support or assist such other organizations as may reasonably be related to the foregoing and following purposes.
  
- To solicit and receive contributions, purchase, own, and sell real and personal property, to make contracts, and to engage in any activity to further the goals of the Council. This may include such activities as publication of directories of geographic information groups and products, and the organization and sponsorship of an annual conference.

#### ORGANIZATION

##### Membership

Membership shall be open to individuals from all organizations and their subunits, including, but not limited to state agencies, federal agencies, local governments, political subdivisions of governments, tribal governments, associations of governments, departments within colleges and universities, utility companies, professional societies, and private companies, all of whom share a common interest in geographic information in Utah. There are no fees for membership. Members will be considered "active" as long as UGIC is provided with updated contact information as necessary.

##### Board of Directors

The Board of Directors shall govern and manage the affairs, funds, and property of the Council. It shall make rules and regulations for its management, create additional offices or committees or remove such agents as it shall deem best. The board shall have the power to fill vacancies in, and increase or decrease membership of such committees as are constituted by it.

The Board of Directors shall be elected by a majority of votes cast by members. Nominations for the Board of Directors shall be solicited and accepted from members. The name of any member nominated may appear only once on any year's ballot, either under the constituency they represent or under the At-Large category, if their constituency's position is not up for re-election that year. It shall consist of at least nine (9) Directors as follows:

- one from a state agency;
- one from a federal agency with operations in Utah;
- one from a Utah college or university;
- one from city-municipal government;
- one from county government;
- one from the private sector; and

- three from the membership at-large.

Directors shall serve on the Board for a period of three (3) years and may be re-elected. Members shall elect to terms of three (3) years each, the appropriate number of Directors to fill vacancies created by expiring terms of Directors. In the event of an election tie, the individuals receiving the same number of votes may be asked to serve concurrently, at the discretion of the Chair.

The yearly solicitation of nominees for and the subsequent election to fill vacant positions on the Board of Directors shall commence and be completed within 6 weeks of the end the annual UGIC conference. If more than one conference is sponsored by UGIC in a year, the UGIC Board of Directors must designate one conference as the annual UGIC conference.

The Board of Directors will meet as often as the Board determines is necessary, but at least annually. Special meetings of the Board may be called by the Chair of the Board.

The Board shall not commit or obligate the UGIC financially beyond UGIC's budget. The UGIC will not assume any liability that is not guaranteed by an outside source. Any outside source of funds, whether or not a member of or affiliated with the UGIC, may be a guarantor of funds.

#### Officers

The officers of the Council shall consist of a Chair of the Board of Directors, Vice-Chair, Secretary, and Treasurer. Officers must be Directors and will be elected by majority vote of the Board of Directors.

The Chair shall preside at all meetings of the Board of Directors, and shall execute all agreements and contracts on behalf of the Council.

The Vice-Chair shall preside at meetings of the Board of Directors in the absence of the Chair and shall perform other such duties as assigned by the Chair or Board.

The Secretary shall give notice of the meeting, record all actions taken at the meeting, and shall perform other such duties as assigned by the Chair and Board.

The Treasurer shall collect and receive, and shall have charge of the funds of the Council.

The Chair and Vice-Chair shall be elected for a term of three years or until their terms as Directors expire. Each is eligible for re-election. The other officers shall serve at the pleasure of the Board of Directors.

#### Indemnification

The Council may, by resolution of the Board of Directors provide indemnification by the Council of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been a director or officer of the Council, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or willful misconduct.

#### Executive Committee

There shall be an Executive Committee consisting of the Chair, Vice-Chair, Secretary, and Treasurer. The Executive Committee may have and exercise all the powers delegated to them by the Board of Directors.

#### Other Committees

The Board of Directors may designate committees as it determines necessary.

#### AMENDMENTS

These Bylaws can be amended as deemed necessary by the Board, upon approval of a majority of the voting membership.

Approved 12/2005

Ammended by UGIC chair 4/2009 - removal of paragraph from "Board of Directors" section of Bylaws pertaining to 2006 reorganization to a 9 member board. Paragraph defined one time modification to Board member term. Paragraph was to be removed from the Bylaws after the 2006 year as per Bylaw.

Approved 06/2009, by vote of membership

The UGIC Board of Directors shall be expanded to include Associate Directors. Associate Directors shall represent a specific organization deemed important to the successful operation of UGIC. Associate Director positions shall be created as follows:

- Sponsorship by current Board of Director or Associate Director
- Approval by a majority vote of existing Board of Directors

Associate Directors shall be further defined as follows:

- Position filled by appointment by the represented organization
- The term for the appointed Associate Director shall be set by the represented organization. Minimum term of one (1) year
- Members affiliated with organizations represented by an Associate Director can not be appointed or elected to any other Board of Director position

Approved 06/2009, by vote of membership

The private sector UGIC Board of Director shall be modified and split into two categories, private sector for profit and private sector not for profit. These new categories are further defined as follows:

- The current private sector Board of Director will now represent private sector for profit. The term for this Board of Director shall remain the same as the current term.
- The private sector not for profit Board of Director position will be filled following the procedure outlined in paragraph two (2) of the Board of Directors section of the current Bylaws. The election for this position will be included in the 2009 election process.
- The private sector for profit and private sector not for profit Board of Director positions will be defined as outlined in paragraph two (2) of the Board of Directors section of the current Bylaws.