

**BYLAWS**  
**of**  
**WOMEN IN GIS**

**ARTICLE I**  
**NAME AND OFFICES**

Section 1.     Name - The name of the Association shall be WOMEN IN GIS (“WIGIS”).

Section 2.     Offices - The Association shall maintain a registered office in the State of Illinois and a registered agent at such office. The Association may have other offices within or without the state.

**ARTICLE II**  
**PURPOSES**

Purposes - The purposes of the Association shall be as set forth in the Articles of Incorporation of the Association.

**ARTICLE III**  
**CHAPTERS**

Chapters - In accordance with such policies and procedures as may be adopted by the Board of Directors, the Board may charter groups of members to be chapters of the Association upon application of such members who are within a similar geographic area. Such chapters shall have rights, responsibilities, conditions, policies, and privileges as may be determined by the Board of Directors. The Board may revoke or modify charters in accordance with such policies and procedures as the Board may adopt from time to time.

**ARTICLE IV**  
**MEMBERS**

Section 1.     Classes of Members - The Association shall have 2 classes of members. The designation of such classes, the qualifications of the members of such classes, and the rights of the members of such classes shall be as follows:

**Professional:** Professional membership is available to any advocate from academia, government, or private industry. The member may be a female or an ally of females, currently working in or interested in the field of GIS/geospatial sciences and associated technology. This also includes recent retirees still interested in supporting the mission of WIGIS.

**Early Career Professional:** Early Career Professional membership is available to any student advocate, individuals anticipating joining the field of GIS/geospatial sciences and associated technology, or individuals that have joined the field in the last 2 years. Early Career Professionals shall have voting rights.

Section 2. Admission of Members - Any person eligible for membership under these Bylaws may apply for membership by written application on such forms as may be prescribed by the Board of Directors from time to time.

Section 3. Voting Rights - Each member having voting rights shall be entitled to one vote on each matter submitted to a vote of the members having voting rights.

Section 4. Termination of Membership - Membership in this Association may terminate by voluntary resignation or as otherwise provided in these Bylaws. All rights, privileges and interest of a member in or to the Association shall cease upon termination of membership.

Section 5. Voluntary Resignation - Any member wishing to resign must file a written resignation with the President. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Censure, Suspension and Expulsion - The Board of Directors may, by affirmative vote of two-thirds of all the directors, censure, suspend or expel a member for cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. The Board may, by a majority vote of the directors present at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership.

Section 7. Reinstatement - Upon written request signed by a former member and filed with the Executive Director/President, the Board of Directors may, by affirmative vote of \*(two-thirds) of the directors present at a meeting at which a quorum is present, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership - Membership in this Association is not transferable or assignable.

## **ARTICLE V** **DUES AND ASSESSMENTS**

Section 1. Dues - The annual dues for each class of members of the Association shall be as determined by the Board of Directors from time to time.

Section 2. Special Assessments - Special assessments may be levied by affirmative vote of two-thirds of all the directors.

Section 3. Termination for Failure to Pay Dues - Members who fail to pay their dues or assessments within thirty (30) days from the time they become due shall be notified by the

Association, and, if payment is not made within the next succeeding thirty (30) days, shall be deemed to have resigned from membership and, without further notice and without a hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, however, from time to time, prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

## **ARTICLE VI** **MEETINGS OF MEMBERS**

Section 1. Annual Meeting - An annual meeting of the members shall be held at such time and place as determined by the Board of Directors.

Section 2. Special Meetings - Special meetings of the members may be called by the President or the Board of Directors, or upon written request by not less than one-third (1/3) of the members having voting rights, for the purpose(s) stated in the call of the meeting. The person[s] calling a special meeting of the members shall fix the time and place of any such meeting.

Section 3. Notice of Meetings - Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting at least five (5) days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

Section 4. Quorum - A majority of members entitled to vote at a meeting, in person or by proxy, shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5. Manner of Action - The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Section 6. Attendance Alternatives - Members may participate in any meeting through the use of a conference telephone or interactive technology by means of which all persons participating in the meeting can communicate with one another or through any technology or equipment allowable under law, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute presence in person at the meeting.

Section 7. Proxies - Each member entitled to vote may vote in person or by proxy, executed in writing by the member. The proxy shall be valid only with respect to the specific meeting for which it is given.

Section 8. Informal Action - Any action required to be taken at an annual business meeting, or any other action which may be taken at a meeting of the members, may be taken without a meeting by mail, email, or other electronic means, provided such action receives

approval of a majority of the members, or such larger number required by the Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting of the members.

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

Section 1. General Powers - The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number - The number of directors shall be no less than seven (7) and no more than twelve (12), which number shall include the elected directors of the Association.

Section 3. Election - Directors shall be elected by the members at the annual meeting of the members, or as soon thereafter as conveniently possible. The votes cast at the annual meeting shall be counted, and the persons receiving the most votes shall be declared elected. Such elections may be conducted by mail or electronically to the extent allowable by law as provided by the Board of Directors.

Section 4. Tenure - Each director shall hold office until his successor is duly elected and qualified or until his death, resignation or removal. No director may serve more than two consecutive terms.

Section 5. Qualifications - Directors need not be residents of Illinois, but must be dues-paying members of WIGIS.

Section 6. Annual Meeting - An annual meeting of the Board of Directors shall be held without notice other than these Bylaws, immediately after, and at the same place as, the annual meeting of members.

Section 7. Other Regular Meetings - The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 8. Special Meetings - Special meetings of the Board of Directors may be called by the President or any four (4) directors, and the person[s] calling a special meeting of the Board shall fix the time and place of any such meeting.

Section 9. Notice - The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance by written notice to each director. In case of removal of a director, twenty (20) days notice is required.

Section 10. Quorum - At all meetings of the Board of Directors a majority of the total number of directors then in office shall constitute a quorum for the transaction of business. If less

than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 11. Manner of Action - The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 12. Action Without Meeting - The Board of Directors may take any action which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof.

Section 13. Proxies - No director may act by proxy on any matter.

Section 14. Attendance Alternatives - Directors may participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law; provided such technology or equipment can be made available to directors at reasonable cost and effort in the sole judgment of the Board of Directors. Such participation in a meeting shall constitute presence in person at the meeting.

Section 15. Informal Action - Directors may take any action that they could take at any meeting of the directors without a meeting by mail, email or other electronic means if a fax, email or other written record of approval of the action so taken is submitted by all the directors entitled to vote on the subject. Such consent shall have the same force and effect as a unanimous vote.

Section 16. Vacancies - Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected or appointed to fill a vacancy shall serve for the unexpired term of his predecessor, and until his successor is duly elected and qualified or until his death, resignation or removal.

Section 17. Compensation - Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board.

Section 18. Removal - A director may be removed with or without cause, by the affirmative vote of two-thirds (2/3) of the members entitled to vote on removal of directors, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named director(s).

## ARTICLE VIII OFFICERS

Section 1. Officers - The elective officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and a Past President. The Board of Directors may also elect or appoint such other officers as it deems appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Term of Office - Each elective officer of the Association shall be elected at the annual meeting of the Board of Directors. The President and Vice President shall each hold office for a term of one year and until a successor is elected and qualified or until the officer's death, resignation or removal. The Secretary and Treasurer shall each hold office for a term of two (2) years and until a successor is elected and qualified or until the officer's death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights.

Section 3. President - The President shall be the principal elective officer of the Association. Subject to the direction and control of the Board of Directors, the President shall preside at meetings of the Association, and of the Board of Directors. The President shall perform such other duties as prescribed by the Board of Directors from time to time.

Section 4. Past President - The Past President shall serve immediately following the term as President. The Past President shall Chair the Committee on Nominations, assist the President with the election process, and assist in other duties as prescribed by the Board of Directors from time to time.

Section 5. Vice President - The Vice President shall perform such duties and have such powers as prescribed by the President or the Board of Directors from time to time. Further, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6. Secretary - The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Association as true and correct copies thereof, and shall have such other duties as prescribed by the President or the Board of Directors from time to time.

Section 7. Treasurer - The Treasurer shall remain fully advised as to the financial condition of the Association and shall regularly report to the Board of Directors on the financial conditions of the Association and the adequacy of the accounting records of the Association. The Treasurer shall have such other duties as prescribed by the President or the Board of Directors from time to time.

Section 8. Removal - Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE IX COMMITTEES

Section 1. Creation of Committees - The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees as it deems appropriate and as allowed by law. Each committee shall consist of such persons as the Board shall appoint.

Section 2. Quorum - Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

Section 3. Manner of Acting - Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. Meetings - Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote, select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5. Term of Office - Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof.

Section 6. Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Action Without Meeting - Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 8. Attendance Alternatives - Members of a committee may participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law; provided such technology or equipment can be made available to committee members at reasonable cost and effort in the sole judgment of the committee. Such participation in a committee meeting shall constitute presence in person at the meeting.

**ARTICLE X**  
**GENERAL PROVISIONS**

Section 1. Contracts - The Board of Directors may authorize any officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. - All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary and countersigned by the President of the Association.

Section 3. Fiscal Year - The fiscal year of the Association shall be as determined by the Board of Directors.

Section 4. Delivery of Notice - Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if electronically, when transmitted to such address shown for the member/director on the records of the Association; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 5. Waiver of Notice - A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 6. Use of Funds and Dissolution - The Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Association.

Section 7. Bonding - The Board of Directors may require any officer, director, employee, or agent of the Association, to furnish at the expense of the Association, a fidelity bond, in such a sum as the Board shall prescribe.



Section 8. Procedure - All meetings of the Association shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with law or these Bylaws.

Section 9. Writing - Actions required to be “written” or “in writing,” or to have written consent or written approval or the like by or of members, directors, or committee members shall include any communication in the article of incorporation or by policy or procedure of the Board of Directors. A requirement for a signature shall be satisfied by any means recognized by law, *e.g.*, electronic signature, unless prohibited by policy or procedure of the Board of Directors.

## **ARTICLE XI** **LIABILITY, INDEMNIFICATION AND INSURANCE**

Section 1. Limitation of Liability - No director or officer of the Association shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

Section 2. Indemnification - The Association shall indemnify and hold harmless any person or entity to the full extent required by law, who is or was serving in his/her official capacity at the request of the Association as a director, officer, employee, or agent, and may otherwise indemnify any person or entity to the extent permitted by law..

Section 3. Insurance - The Association shall be required to purchase and maintain insurance for such indemnification of the directors, officers, employees, or agents against any liability asserted against the person and incurred in any such capacity, or arising out of the person’s status as such, regardless of whether the Association would have the power to indemnify against such liability.

## **ARTICLE XII** **AMENDMENTS**

Amendments to Bylaws - The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given no less than thirty (30) days in advance of the meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

Adopted: \_\_\_\_\_, \_\_\_\_\_.