

Bylaws of
GIS in the Rockies
August 4, 2005

ARTICLE I – Principal Office

Section 1. Principal Office. The principal office and place of business of the Corporation in the State of Colorado shall be in the City and County of Denver, or at such other location as the Board of Directors may from time to time determine. Other offices and places of business may be established from time to time by the Board of Directors.

ARTICLE II – Members

Section 1. Qualifications; Requirements; Tenure. Membership in the GIS in the Rockies is restricted to professional societies in the Rocky Mountain region interested in the use and advancement of geospatial technologies. Membership currently includes the following societies (herein after referred to as “Member Societies”):

- American Congress of Surveying and Mapping – Colorado Section
- American Society for Photogrammetry & Remote Sensing – Rocky Mountain Chapter
- Geospatial Information & Technology Association – Rocky Mountain Chapter
- GIS Colorado
- Professional Land Surveyors of Colorado
- Urban and Regional Information Systems Association – Rocky Mountain Chapter

No later than one month following the Annual Meeting, each Member Society is required to appoint one member and one alternate member to the Governing Board each year. Appointees must have had prior experience serving the GIS in the Rockies Planning Committee (see below) but if possible should not be a current Planning Committee member. The term of the board members shall begin and end on January 31st of each year.

Section 2. Annual Conference. There shall be held an annual conference provided by the members each year. The annual conference shall be to foster broad level understanding of, support for, and investment in, the continued advancement of geospatial technologies and the professionals that use, develop, manage and sell these technologies.

Section 3. Annual Meeting. There shall be held an annual meeting of the members approximately one month following the Annual Conference each year. The annual meeting shall be for the purpose of appointing members of the Board of Directors of the Corporation and for the transaction of such other business as may come before the meeting. Written notice of the time and place of every meeting shall be given personally or mailed to the member Societies at least ten days before the date fixed for the annual meeting.

Section 4. Transfer of Membership. Membership in the corporation is not transferable or assignable.

Section 5. Status of Good Standing. Member Societies are required to maintain a status of good standing to participate in the organization. Failure of a Member

Society to meet the organizational requirements and an acceptable level of performance in annual events will result in loss of good standing. Loss of good standing requires one year of probationary participation in the organization. Failure to meet organization requirements under probation will result in loss of organizational membership.

Section 6. New Members. New member societies may only be admitted to the Corporation if the following conditions are met:

- 1) The new society has completed all required admission or probationary requirements as identified by the Board of Directors.
- 2) The current Board of Directors offers a unanimous Recommendation of Acceptance to the Member Society Boards.
- 3) All Member Societies approve the Recommendation of Acceptance.

ARTICLE III – Board of Directors

Section 1. Qualifications; Appointment; Tenure. The Board of Directors of the Corporation shall be composed of one person appointed by each Member Society. Each Board Member is required to participate for a minimum period of 1 year beginning January 31st each year. Each Board Member (or their alternate) is required to attend regularly scheduled meetings, vote, and facilitate communication with their respective society and sub-committee participants. Failure of Board Members to meet these requirements can result in loss of good standing of their society.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held approximately one month after the annual conference each calendar year, on such date and at such time and at such place as the President may determine. Written notice stating the place, day, and hour of the meeting shall be given personally or mailed to each member of the Board of Directors at least ten days prior to the date fixed for the annual meeting. The annual meeting of the Board of Directors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held at such place, day, and hour as the President may determine and as shall be stated in written notice given to each member of the Board of Directors either by mailing such notice at least three days before, or by an oral or written communication personally delivered at least two days before, the date fixed for the meeting. The notice of any regular meeting need not specify the business to be transacted at any such regular meeting of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two members of the Board of Directors. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice stating the place, day, and hour of every special meeting shall be given to each member of the Board of Directors either by mailing such notice at least five days before, or by an oral or written communication

personally delivered at least two days before, the date fixed for the meeting. The notice of such special meeting shall specify the business to be transacted at and the purpose of any special meeting of the Board of Directors.

Section 5. Quorum; Voting. A quorum at all meetings of the Board of Directors shall consist of a majority of the directors holding office. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, 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. Quorum is required to hold a vote. Each Board Member can cast one vote. Proxy votes are permitted as long as they are submitted in writing and signed by the respective board member. Motions are approved by a simple majority of the cast vote. In the case of a tie vote, the vote of the President is considered the majority vote.

Section 6. Vacancies. Any vacancy in the Board of Directors shall be filled by a new appointment of the respective Member Society. A director appointed to fill a vacancy shall serve for the unexpired term of such person's predecessor in office and until such person's successor is duly appointed and shall have qualified. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the members of the Corporation as soon as practicable after the time such increase is authorized.

Section 7. Committees of the Board. The Board of Directors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Directors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority —

- [a] to authorize any distributions within the meaning of the Colorado Revised Nonprofit Corporation Act;
- [b] to approve or propose to the Members any action that the Colorado Revised Nonprofit Corporation Act requires to be approved by the Members;
- [c] to elect, appoint, or remove any director;
- [d] to amend, restate, alter, or repeal the Articles of Incorporation;
- [e] to amend, alter, or repeal these or any other Bylaws of the Corporation;
- [f] to approve a plan or merger not requiring the approval of the Members;

- [g] to approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Corporation, with or without goodwill, otherwise in the usual and regular course of business subject to approval by the Member;
- [h] to exceed budgetary limits set by the Board;
- [i] to sign contracts;
- [j] to take any other action prohibited by law.

All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board following such actions. The Chairperson of each committee shall be designated at the time of appointment of such committee.

Section 8. Other Committees. The Board of Directors of the Corporation may create, by a resolution adopted by the Board of Directors or by any committee of the Board of Directors, such other committees determined to be necessary or desirable for the purpose of assisting with the conduct of the affairs of the Corporation, which committees may consist of such individuals as the authority creating the committee deems appropriate and which shall have and may exercise such authority as shall be provided in such resolution, provided that no such committee shall have or exercise any authority regarding the management of the Corporation or have or exercise any of the powers reserved by law to the Board of Directors.

Section 9. Removal. Any member of the Board of Directors of the Corporation may be removed by the affirmative vote of two-thirds of the Board of Directors present at a meeting at which a quorum is present whenever in their judgment such removal would serve the best interests of the Corporation.

Section 10. Compensation. No member of the Board of Directors shall receive any compensation for serving in such office, provided that the Corporation may reimburse any member of the Board of Directors for reasonable expenses incurred in connection with service on the Board.

Section 10. Organization Funding. The Board of Directors has the option to retain 10 percent of the Annual Conference profit each year. Board of Directors can request additional contributions from each of the Member Societies for funding the corporation.

ARTICLE IV – Officers of the Board

Section 1. Number; Qualification. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Officers need not

be members of the Board of Directors. Any individual may hold more than one office. The Board of Directors may elect such other officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors.

Section 2. Powers and Duties. The officers of the Corporation shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board of Directors.

[a] The President shall be the Chairman and a member of the Board of Directors of the Corporation and shall preside at all meetings of the Board. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the general direction and control of the Board of Directors, have the general supervision, direction, and control over the business and affairs of the Corporation and its officers, agents, and employees. The President may sign, with the Secretary or any Assistant Secretary or any other proper officer of the Corporation designated by the Board of Directors, any deeds, leases, mortgages, deeds of trust, or other documents of conveyance or encumbrance of any real property owned by the Corporation. He shall also perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time.

[b] In the absence or disability of the President, the Vice-President or Vice-Presidents, if any, in the order designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. Each Vice-President shall have such other powers and perform such other duties as may from time to time be assigned to such person by the President or by the Board of Directors.

[c] The Secretary shall keep accurate minutes of the proceedings of the members and of the Board of Directors and of any committees of the Board of Directors; shall ensure that all notices are duly given in accordance with the provisions of these Bylaws; shall be custodian of the records and of the seal of the Corporation and shall attest the affixing of the seal of the Corporation when authorized by the Board of Directors; and shall perform such additional duties as are incident to such office and as may be assigned to such person by the Board of Directors or the President. Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary. Board Meeting Minutes will be distributed to each sub-committee and Member Society.

[d] The Treasurer shall be the principal finance officer of the Corporation; shall have the charge and custody of and be responsible for all funds and securities of the Corporation; shall deposit such funds in the name of the Corporation in such depositories as shall be designated by the Board of Directors; shall keep accurate books of account and records of financial transactions and the condition of the Corporation and shall submit such reports thereof as the Board of Directors may from time to time require; and in general, perform all duties incident to such office and such other duties as may from

time to time be assigned to such person by the President or by the Board of Directors. The Treasurer shall make an annual financial report to the Corporation at the annual meeting of the Board of Directors. With the approval of the Board of Directors, the Treasurer shall be authorized to engage any firm of certified public accountants to assist him in the performance of any of the duties incident to the Treasurer's office.

Assistant treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

Section 3. Selection and Terms of Offices. The President shall be elected by the Board of Directors at an annual meeting and shall serve for a term of one year and until a successor shall have been elected and shall have qualified. No individual shall serve more than one term as President. All other officers of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for one year and until their successors shall have been elected and shall have qualified.

Section 4. Compensation. No compensation shall be paid to officers of the Corporation for serving in such capacity. The Corporation shall reimburse any officer for all reasonable expenses incurred by such individual in connection with services rendered to or for the Corporation.

Section 5. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment such removal will serve the best interests of the Corporation.

Section 6. Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, of an officer elected or appointed by the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE V – Conference Planning Committee

Section 1. Role. The GIS in the Rockies Planning Committee will be composed of 2 representatives from each Member Society. The Planning Committee exists for the sole purpose of managing the annual GIS in the Rockies Conference.

Section 2. Qualifications; Appointment; Tenure. Each Planning Committee Member is required to participate for 2 years starting 30 days after the annual conference. Each Committee Member or their alternate is required to attend regularly scheduled meetings, vote, and report to their respective Board of Directors, and Member Societies. Failure of Committee Members to meet these requirements can result in loss of good standing of their society.

Section 3. Officers of Planning Committee. At a minimum, the Planning Committee will be composed of a Chair, Vice-Chair, Treasurer, and Secretary. By majority vote, the committee can define other officers and/or roles of members.

Section 4. Quorum; Voting. A quorum at all meetings of the Planning Committee shall consist of a majority of the committee members. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the Planning Committee. Each Committee Member can cast one vote. Proxy votes are permitted as long as they are submitted in writing by the respective committee member. Motions are approved by a simple majority of the cast vote. In the case of a tie vote, the vote of the Committee Chair is considered the majority vote.

ARTICLE VI – Affiliate Societies

Section 1. Qualifications; Appointment; Tenure. Affiliate Societies must appoint 2 members to serve the Planning Committee. Each appointee is required to participate for 2 years starting 30 days after the annual conference. Each appointee is expected to attend regularly scheduled meetings, report to their respective Society, and actively add content to the conference.

Section 2. Opportunities; Limitations.

- 1) Cannot serve as an officer of the Planning Committee.
- 2) Cannot contribute seed money to the annual operation of the conference.
- 3) Cannot receive profits from the annual operation of the conference.
- 4) Affiliates are eligible to apply for membership to the Board of Directors after serving for three consecutive years on the Planning Committee, and subject to the other admission and probationary requirements.
- 5) The Board of Directors must approve participation of the Affiliate Societies.

ARTICLE VII – Contracts, Loan, and Deposits

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

Section 2. Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the Corporation.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other custodians as the Board of Directors may select.

Section 5. Investment Managers. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

Section 6. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VIII – Indemnification

Section 1. Definitions. For purposes of this Article:

[a] The terms “director or officer” shall include a person who, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if his duties to the Corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. The term “director or officer” shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

[b] The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

[c] The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

[d] The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

[e] When used with respect to a director, the phrase “official capacity” shall mean the office of director in the Corporation, and, when used with respect to a person other than a director, shall mean the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 2. General Provisions. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys’ fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person [a] conducted himself in good faith, [b] reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in the best interests of the Corporation, and, in all other cases, that his conduct was at least not opposed to the best interests of the Corporation, and [c] with respect to any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either [a] in connection with a proceeding brought by or in the right of the Corporation in which the director or officer was adjudged liable to the Corporation or [b] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his official capacity, in which he is ultimately adjudged liable on the basis that he improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

Section 3. Successful Defense on the Merits; Expenses. To the extent that a director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection with such proceeding.

Section 4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made [a] by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or [b] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of

Directors designated the board, which committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee), or [c] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or [d] by the members. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5. Advance Payment of Expenses; Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys' fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if [a] the director or officer furnishes the Corporation a written affirmation of his good faith belief that he conducted himself in good faith, [b] the director or officer furnishes the Corporation with a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not conduct himself in good faith, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment, and [c] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6. Reports to Members. In the event that the Corporation indemnifies, or advances the expenses of, a director or officer in accordance with this Article in connection with a proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to the members with or before the delivery of the notice of the next meeting of the members.

Section 7. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 8. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 9. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE IX – Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by two-thirds of the member societies directors present at any meeting of the Board at which a quorum is present, subject to a 30 day notice and approval by the members societies, and not otherwise, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to the members and each director of the Corporation with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for action.

The above Bylaws were approved and adopted by the Board of Directors of GIS in the Rockies on the 25 day of August, 2005.

Secretary