2026

Bylaws of the Illinois GIS Association



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Illinois GIS Association

A Non-Profit Organization

BYLAWS

Incorporated under the laws of the State of Illinois.

ARTICLE I

Name, Office, Purposes, and Powers

1.1 Name. The name of this corporation shall be the Illinois GIS Association ("ILGISA" or the "Association").

1.2 Office. The principal office of the Association shall be at such place in the State of

Illinois as may be designated from time to time by the Board of Directors.

1.3 Purposes. The purposes of the Association are:

a. To sponsor conferences and educational events;

b. To publish newsletters and other publications;

c. To coordinate, communicate and facilitate the understanding, growth and effectiveness of Geographic Information Systems (GIS) or related technology (GIS) within the State of Illinois;

d. To encourage the development of standards and the exchange of expertise and geographic data among its Members; and

e. To remain non-commercial in its activities, never promoting or favoring any single for-profit vendor or product.

1.4 Powers.

a. The Association has such powers as are now or may hereafter be granted by the Illinois General Not-for-Profit Corporation Act of 1986 and as amended.

b. The Association shall function in a non-profit manner, taking in sufficient income to cover its costs of operation and maintain cash reserves to meet its commitments and contingencies.

c. No part of the net income of the Association shall inure to the benefit of or be distributable to its Members, Directors, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the

activities of the Association shall be attempting to influence legislation, except for those that impact Geographic Information Systems or the geospatial industry, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any party or candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II

Membership

2.1 Membership Term. Membership in the Association shall be on a calendar year basis from January 1 to December 31.

2.2 Members. The members of the Association (collectively the "Members" or singularly a "Member") shall be any individual with an interest in Geographic Information Systems (GIS) or related technology. Membership shall be classified in the following sub-categories: Active Member, Organizational Member, Distinguished Member, Lapsed Member, Student Member, University Member, Transitional Member, K-12 Educators, and Retirees. Membership in the Association is not transferable or assignable unless classified as an Organizational Member.

2.3 Active Member. An Active Member is an individual having an interest in or involved in Geographic Information Systems (GIS) or related technology, and who is entitled to all rights and privileges of the Association.

2.4 Distinguished Member. A Distinguished Member is an individual of acknowledged renown in Geographic Information Systems (GIS) or related technology, who has rendered outstanding service to the Geographic Information Systems (GIS) or related technology profession, and who is an Active Member in good standing of the Association. Distinguished Member status is conferred in one of two ways: (a) by a two-thirds vote of the sitting Board of Directors or (b) by receipt of the Dahlberg Award.

2.5 Lapsed Member. A previously Active Member having not paid dues for the current calendar year.

2.6 Organizational Member. An Organizational Member shall be any organization (public, private, or not-for-profit) with an interest in Geographic Information Systems (GIS) or related technology. An Organizational Member will be comprised of named Active Members that are designated by the paying Organization. The Organization will retain ownership of each Active Membership and will have the right to replace or add named Active Members at any point in time with written notice to and approval from ILGISA. Named memberships are transferable to another employee as refunds are not available. Organizations will receive one invoice for all named Active Members.

2.7 Student Member. A Student Member is a high school student or a student attending a post-secondary institution at least half-time and having an interest in or involved in Geographic

Information Systems (GIS) or related technology. A Student Member must submit a letter from a Department Chair or other school official verifying enrollment status. Student membership is applicable for up to one year after graduation. A Student Member is entitled to all rights and privileges of the Association except the right to vote or hold office therein.

2.8 University Member. A University Membership may be purchased by any College or University with students who may have an interest in Geographic Information Systems (GIS) or related technology. If a College or University purchases a University Membership, all students from that institution will gain access to ILGISA member benefits. However, students who are interested in using their membership must contact ILGISA staff in order to be given their membership credentials. This type of membership shall be limited to students from the purchasing institution. University faculty and staff are not included.

2.9 K-12 Educators. Members who are employed as a K-12 Educator.

2.10 Transitional Member. An existing professional member that does not have sufficient funds for Active Member dues and does not meet the criteria for a Student Member (e.g., is enrolled in a geospatial certificate program or is a recent graduate) may apply for Transitional Member status. This membership is only available for a period of one calendar year and may only be granted once per member. There shall be a cap of five transitional memberships granted per calendar year. The applicant will continue to be eligible to participate in all ILGISA events exclusive of receiving the active member rate for regional meetings and the annual conference.

2.11 Retiree Member. To qualify as an ILGISA retiree member, a formal application must be submitted verifying that the applicant has been an ILGISA member for a minimum of ten (10) years. The applicant must be fully retired, including no part-time work in Geographic Information Systems or the geospatial industry, and be at least fifty-five (55) years of age. An ILGISA retiree who meets these qualifications may not serve on the ILGISA Board of Directors, but can serve on ILGISA committees. Pending approval by the ILGISA Board of Directors, the applicant would be eligible to pay the retiree membership annual dues.

2.12 Distinguished Achievement Award. Distinguished Members are not required to pay dues, are honored with this level of membership for life, and are entitled to all rights and privileges of the Association.

2.13 Member Rights and Privileges. Only Active, Distinguished, and Transitional Members have full voting rights. Voting by Members on all matters, including the election of the Board of Directors, may be conducted by the use of mail or by interactive technology including, but not limited to, electronic transmission, internet usage, remote communication or electronic media, provided, however, that a single medium shall be used for each vote.

2.14 Membership Termination. Membership may be terminated in any of the following ways:

a. Any Member may resign in writing to the President or Executive Director at any time during the calendar year for which his/her dues have been paid; or

b. Any Lapsed Member will be removed from the membership roster at which time all membership rights and privileges will cease.

ARTICLE III

Fiscal Responsibilities

3.1 Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31.

3.2 Contractual Obligations. Contracts entered into on behalf of the Association must be signed by the President, Treasurer or Executive Director. Any contract for which the Association's monetary outlay would be in excess of $2,000 shall require approval of the Board of Directors. The Executive Director shall receive all copies of signed contracts and keep said contracts on file.

3.3 Budget. The Board of Directors shall adopt a budget for each fiscal year and shall manage income and expenses in order to avoid a deficit for the year.

3.4 Checks, Drafts, etc. All checks, drafts, or notes issued in the name of the Association shall be signed by the President, Treasurer, Executive Director or Managing Director.

3.5 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks as the Board of Directors may designate. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association.

3.6 Books and Records. The Association shall keep complete books and records of account and minutes of the proceedings of its Members, Board of Directors and Committees.

ARTICLE IV

Meetings of Members

4.1 Annual Meeting. An annual meeting of the Members of the Association shall be held. Notice of the time and place of the annual meeting shall be conveyed by the use of mail or by interactive technology including, but not limited to, electronic transmission, internet usage, remote communication or electronic media, provided, however, that a single medium shall be used for each notice. Notice of said meeting shall be made in accordance with the Illinois General Not-for-Profit Corporation Act of 1986 and as amended, to all Members not more than ninety nor less than ten days prior thereto. At the annual meeting, the Officers of the Association and each Committee Chair shall provide an annual report, and the results of elections shall be announced. Newly elected Officers shall take office at the conclusion of the annual meeting.

4.2 Special Meetings. Special meetings may be called at any time by the Board of Directors, the President, or a majority of the Members. Notice of the time and place of any special meeting shall be conveyed by the use of mail or by interactive technology including, but not limited to, electronic

transmission, internet usage, remote communication or electronic media, provided, however, that a single medium shall be used for each notice. Notice of said meeting shall be made in accordance with the Illinois General Not-for-Profit Corporation Act of 1986 and as amended, and to all Members not more than ninety nor less than ten days prior thereto. No business other than that specified in the notice of meeting shall be transacted at such special meeting.

4.3 Quorum. Ten percent of the Active Membership constitutes a quorum at any annual or special meeting in order to transact any business at said meeting. The act of a majority of the Members at any meeting at which quorum is present shall be the act of the Members unless a greater vote is required by these Bylaws.

4.4 Voting. Voting at any time other than the annual or any special meeting may be conducted by the use of mail or by interactive technology including, but not limited to, electronic transmission, internet usage, remote communication or electronic media, provided, however, that a single medium shall be used for each vote.

4.5 Order of Business at Annual Meeting. At the annual meeting of Members, the following shall be the order of business:

i. Call to order.

ii. Approval of minutes of previous annual meeting.

iii. Approval of meeting agenda.

iv. Treasurer's report.

v. Reports of other Officers and Committees Chairs.

vi. Old business.

vii. New business.

viii. Election results.

ix. Adjournment.

4.6 Order of Business at Special Meeting. At any special meeting of Members, the following shall be the order of business:

i. Call to order.

ii. The business for which the special meeting was called.

iii. Adjournment.

ARTICLE V

Directors

5.1 Powers. The business, property, and affairs of the Association shall be managed by the Board of Directors which shall promulgate rules and regulations for the conduct of the affairs of the Association consistent with the laws of the State of Illinois, the Articles of incorporation, and these Bylaws. In addition to the foregoing, the Board of Directors shall have power to:

a. Fix, define and limit the powers and duties of all Officers of the Association;

b. Appoint and, at their discretion and with or without cause, to remove or suspend such assistants, managers, agents or employees of the Association, and to determine duties and compensation, if any, of said persons;

c. Fill vacancies on the Board of Directors in accordance with Section 5.6;

d. Establish Committees as it determines necessary;

e. A Director must be an Active Member of the Association for a minimum of two years. A Director must be a resident of the State of Illinois, or have principal employment in the field of Geographic Information Systems (GIS) or related technology in an organization operated in the State of Illinois. A Director shall receive no monetary compensation for his/her Board duties. If a Director becomes a Transitional Member, they shall complete their term on the Board.

5.2 Eligibility.

a. No more than thirty (30) percent of the Board will be represented by a for profit private entity. This threshold is not a minimum requirement; there will be no dedicated positions for private sector representation.

b. Only one person per private, for-profit company, firm, or entity shall be represented on the Board of Directors.

c. There is no limit to the number of candidates that can run for open Board positions. Should there be more than two for profit private sector candidates with the necessary votes to obtain an open seat, only the two for profit candidates with the highest vote total will be eligible to fill a vacancy. In the event of a tie, the winner will be determined by a coin flip.

d. For profit private sector Board members are eligible for Officer Positions.

e. A Member is ineligible to serve as a Director if his/her employer is paid to do work for the Association. Any Director who becomes ineligible to serve as such shall, effective immediately upon occurrence of ineligibility, vacate his/her seat on the Board and any office held on behalf of the Association. Any vacancy in Directorship shall be filled in accordance with Section 5.7.

f. Should any nominee for Directorship under Section 5.4, at any time during the course of election described in Section 5.5, become ineligible to serve as Director then that nominee is immediately withdrawn from consideration as a Director, including if votes for said nominee have already been tallied. Any vacancy in Directorship shall be filled in accordance with Section 5.7.

g. Should any elected Director become ineligible to serve at any time during the first six months of their term, said director will be required to resign from directorship.

h. Should any elected Director become ineligible to serve after already serving six months or more of their term, they will be allowed to complete their term.

i. Should any elected Director holding an Officer Position become ineligible to serve in their Officer Position, a majority written consent of the Board shall determine if the ineligible Director will be allowed to complete the term of the Officer Position.

5.3 Number. The Board of Directors shall consist of ten individual Members of the Association: President, President-Elect, Past President, and seven other Directors, each Director elected from among the Members.

5.4 Nominees. The Board of Directors shall establish a Committee to review, recruit and nominate Members as candidates for election to the Board, including that of President-Elect, and to confirm election results. The Committee shall submit its slate of nominees to the Board at least thirty days but no more than ninety days prior to the annual meeting.

5.5 Election and Term. A Director shall be elected from among the nominees by a majority vote of the Members. Said vote shall be conducted by ballot at least two weeks prior to the annual meeting, with the Governance Committee Chair receiving all ballots. On closing of the election poll, the Governance Committee Chair shall forward the results with ballot totals to the Committee for confirmation.

a. Each Director shall enter the performance of his/her duties at the conclusion of the annual meeting at which he/she was elected, and shall continue as Director until the conclusion of his/her term in accordance with this Section 5.5 unless earlier becoming ineligible to serve.

The President, President-Elect and Past President shall serve a term of one year. Each other Director shall serve a term of two years, not to exceed two elected terms of two years, and may be re-elected for a consecutive two-year term, but otherwise may not be re-elected unless nominated for the President- elect position for an additional 3 years through the Presidential cycle.

5.6 Removal. In the event any board member is found to be behaving in a manner that is detrimental to the Association or its members, the Board shall have the right to call for a vote to remove the offending member.

a. The Director that is the subject of the removal vote is not eligible to cast a vote on the motion of their own dismissal.
b. A Quorum of Board members must be present for a dismissal vote.
c. Removal of an Officer by the Board requires a super majority (>66%) of the Board members who choose to cast a vote.
d. Removal of a Director by the Board requires a super majority (>66%) of the Board members who choose to cast a vote.
e. Removal of any Director by Membership requires a majority vote of the Members

5.7 Vacancies. A Director may resign in writing, be removed from Directorship by a vote for removal, become ineligible to serve, or otherwise be unable to serve as a Director of the Association. Any vacancy in Directorship shall be filled in accordance with this Section.

a. A vacancy in the Presidency shall be filled by the President-Elect. A vacancy in the President-Elect shall be filled by majority written consent of the Board from among the then-serving Directors who have so served the Association for at least one year. A vacancy in the Past-Presidency shall be filled by majority written consent of the Board from among any Past-President of the Association.

b. A vacancy in any other Directorship shall be filled from among the Members by majority written consent of the Board.

5.8 Delegation. In the absence of any Director of the Association, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate, temporarily, the duties of a Director to any other Director.

5.9 Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of any Board business. The act of a majority of the Directors at any meeting at which quorum is present shall be the act of the Board unless a greater vote is required by these Bylaws. If a quorum is not present, a lesser number may adjourn the meeting to a later date.

5.10 Meetings. The Board of Directors shall meet at least twice per year at an agreed upon time and place in the State of Illinois. Special meetings of the Board may be called by the President or by majority written consent of the Directors, at which special meetings only the business specified in the notice of said special meeting shall be conducted.

a. Any meeting of the Board may be conducted in person, by telephone conference call, or by any other means of instantaneous communication available to each Director, and such other means shall constitute presence in person at said meeting.

b. If notice is given to the Directors of a time when and a place where such regular twice-yearly meetings will be held, then notice before each such meeting need not be further given. Notice of any other meeting shall be conveyed by the use of mail or by interactive technology including, but not limited to, electronic transmission, internet usage, remote communication or electronic

media, provided, however, that a single medium shall be used for each notice. Notice of any other such meeting shall be made in accordance with the Illinois General Not-for-Profit Corporation Act of 1986 and as amended, and to all Directors not more than ninety nor less than ten days prior thereto.

c. Notwithstanding the foregoing, a meeting of the Board may be held without notice and at any time and place for the transaction of any business, provided notice of said meeting is waived in writing by all Directors.

d. If a vote by the Board is required between meetings of the Directors, then, at the President's discretion, email notice of said voting shall be made to all Directors, and email receipt of votes from a majority of all Directors shall constitute the action of the Board. Said emails shall be maintained as minutes constituting a special meeting of the Board for which the vote was required.

5.11 Executive Director. The Board of Directors has the power to employ and, in accordance with Illinois law, to terminate the employment of an Executive Director. The Executive Director reports directly to the Board of Directors, is responsible for managing the day-to-day affairs of the Association including administering its policies and procedures and shall have such other duties as the Board of Directors may assign. Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional, support staff, and/or agents necessary to serve the Association.

5.12 Board Indemnification. No Director is responsible or may be held responsible for Association actions unless such Director has acted without Board consent or is judged to have acted in willful misconduct. Further, no Director shall be held responsible for expenses actually and necessarily incurred in connection with the defense or settlement of any action, suit or proceeding in which such Director is made a party by reason of having been or being a Director of the Association.

ARTICLE VI

Officers

6.1 Number, Election and Term, or Appointment. The Officers of the Association shall consist of five Directors: President, President-Elect, Past President, Secretary, and Treasurer. No Officer may simultaneously hold two officer positions. Officers, as members of the Board, receive no compensation pursuant to Section 5.1. The election and term of the President, President-Elect, and Past President, as members of the Board, are pursuant to Section 5.4, with vacancies filled in accordance with Section 5.6. The Secretary and Treasurer shall be appointed by majority vote of the Board of Directors from among the Directors and shall each serve a one-year term.

6.2 President. The President shall preside at all meetings of the Members and of the Board of Directors, and perform such other duties as are appropriate to the office of President and consistent with the laws of the State of Illinois, the Articles of Incorporation, and these Bylaws. The President shall

automatically become the immediate Past-President upon the President-Elect entering the performance of duties as the new President.

6.3 President-Elect. The President-Elect shall perform the duties of the President in the event of the President's absence, disability, or other unavailability, and shall have such other duties as the President or the Board of Directors may assign. The President-Elect shall automatically become the President upon conclusion of the term of the President.

6.4 Past-President. The immediate Past-President shall be the ex-officer of all Committees and shall have such other duties as the President or the Board of Directors may assign.

6.5 Secretary. The Secretary, or designee appointed by the Board of Directors, shall keep minutes of all meetings of the Members and of the Board of Directors, send out meeting notices, distribute copies of meeting minutes and agendas, and maintain all Association records, and upon expiration of term of office shall turn over to the succeeding Secretary or to the Board of Directors all such minutes and papers of the Association. The Secretary shall have other duties as the President, or the Board of Directors may assign.

6.6 Treasurer. The Treasurer, or designee appointed by the Board of Directors, shall have charge and custody of, and be responsible for, all funds of the Association. The Treasurer shall cause to be kept adequate and current accounts of the business transactions of the Association including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains and losses, and upon expiration of term of office shall turn over to the succeeding Treasurer or to the Board of Directors all books, funds and property of the Association. The Treasurer shall have other duties as the President, or the Board of Directors may assign.

ARTICLE VII

Amendments, Dissolution, and General Policies

7.1 Amendment of Bylaws.

a. Submission. Any Member can submit, to the Board, proposed changes to the Bylaws. The proposed changes will be forwarded to a committee to review and report its recommendation to the Board of Directors. The recommendation may differ from the changes originally submitted to the committee. The Board of Directors will then consider the recommendation, and, by a majority vote of the Board of Directors, may cause the amendment to be submitted to the membership for approval. The Board of Directors may alter the recommendation received from the committee.

b. Acceptance. These Bylaws may be amended from time to time by affirmative vote of a three fifths majority of all the ballots cast by the membership for such amendment, provided that the ballot stating such amendment is sent to the membership not less than thirty days prior to the date of tabulation of such vote, in accordance with the Illinois General Not for Profit Corporation Act of 1986 and as amended. Said ballot must state the exact wording of the amendment and must be on a separate ballot from any

office to be elected. The amendment, if passed, shall take effect from the date of tabulation.

7.2 Dissolution. Upon the dissolution of the Association (whether voluntary or involuntary), the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the net assets of the Association to any qualified non-profit organization engaged in Geographic Information Systems (GIS) or related technology within the State of Illinois. No benefit shall inure to any member.

7.3 Policies. The Board of Directors has established the following policies:

a. Generally. The Board of Directors may establish policies to govern the conduct of the Board and staff of the Association. These policies may include, but are not limited to, Conflict of Interest, Employee Protection (Whistleblower), Investment Policy, Document Retention and Destruction, and Discontinuance of Contract.

b. Seal. The Association may, at the discretion of the Secretary, have a corporate seal. If a corporate seal is obtained, the seal shall contain the name of the Association and the words "Corporate Seal, Illinois," and the use thereof shall be determined from time to time by the Officer or Officers executing and delivering instruments on behalf of the Association, provided that the affixing of a corporate seal to an instrument shall not give the instrument additional force or effect or change the construction thereof. The seal, if any, may be used by causing it or a facsimile thereof to be impressed or affixed.

c. Annual Dues and Fees. Annual dues and other fees to be paid by Members shall be determined by the Board of Directors, and such shall be used to support the operational expenses of the Association.

d. Parliamentary Rules. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and not inconsistent with these Bylaws. The designated current version of said rules is located at https://www.robertsrules.com

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CERTIFICATE

These Bylaws, consisting of eleven pages including this page, constitute the Bylaws of the Illinois GIS Association, adopted by the Members of the Association as of 10/20/2026.